as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, other licensed securities dealer under the Securities and Futures Ordinance, bank manager, solicitor, accountant or other professional adviser.

all your shares in **C C (G p) C .,** ., you should at once hand this circular together with the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CIMC VEHICLE

authorized in writing or, in ca
director or other attorney duly
the power of attorney author
certified.

In case of joint holders of any
proxy, in respect of such Shar
are present at the EGM, perso
register of members and who t
votes of other joint shareholde

For H Shareholders, please ret
of the Company, Computersha
Road East, Wanchai, Hong Ko
Shekou, Nanshan District, She
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from attending and voting at t

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"A Share(s)"	domestic listed ordinary shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the ChiNext Market of the Shenzhen Stock Exchange
"A Share Shareholder(s)"	A Shareholder(s) of the Company
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board" or "Board of Directors"	the board of Directors of the Company
"ChiNext Market" or "ChiNext"	ChiNext Market of the Shenzhen Stock Exchange
"China" or "PRC"	the People's Republic of China, excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
"circular"	the circular of the Company dated 28 December 2023
"Company" or "CIMC Vehicles"	CIMC Vehicles (Group) Co., Ltd. (中集車輛(集團)股份有限公司), a joint stock company with limited liability established under the laws of the PRC on 29 August 1996, whose H Shares and A Shares are listed and traded on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively
"Company Law"	the Company Law of the People's Republic of China published and adopted by the 8th Standing Committee of the National People's Congress on 29 December 1993 and became effective on 1 July 1994, as amended, supplemented from time to time
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the Director(s) of the Company

"EGM" or "First Extraordinary General Meeting for 2024"	the first extraordinary general meeting for 2024 of the Company to be convened at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:50 p.m. on Thursday, 18 January 2024, or any adjournment thereof
"H Share(s)"	overseas listed foreign ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Main Board of the Hong Kong Stock Exchange
"H Share Shareholder(s)"	H Shareholder(s) of the Company
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Non-executive Director(s)"	the independent non-executive Director(s) of the Company
"Latest Practicable Date"	20 December 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules of the Hong Kong Stock Exchange"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
"Shareholder(s)"	the shareholder(s) of the Company
"Shenzhen Stock Exchange"	the Shenzhen Stock Exchange
"Terms of Reference for the Independent Non-executive Directors"	Terms of Reference for the Independent Non-executive Directors of CIMC Vehicles (Group) Co., Ltd., as amended from time to time
"%"	per cent

CIMC VEHICLES

C C (G p) C .,

中集車輛(集團)股份有限公司

(A joint stock compan incorporated in the People's Republic of China ith limited liabilit)

(C : 1839)

Executive Director:
Mr. Li Guiping *(Chief Executi e Officer and President)*

Non-executive Directors:
Mr. Mai Boliang *(Chairman)*
Mr. Zeng Han
Mr. Wang Yu
Mr. He Jin
Ms. Lin Qing

Independent Non-executive Directors:
Mr. Feng Jinhua
Mr. Fan Zhaoping
Mr. Cheng Hok Kai Frederick

Registered Office:
No. 2 Gangwan Avenue, Shekou
Nanshan District, Shenzhen
Guangdong, the PRC

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

To the Shareholders

Dear Sir or Madam,

ED A E D E HE E F EFE E CE F HE DE E DE -E EC E D EC ; A D CE F HE F E A D A GE E A EE G F 2024

D C

The purpose of this circular is to provide you with information on the proposal to amend the Terms of Reference for the Independent Non-executive Directors, and enable you to make informed decisions on whether to vote for or against the proposed ordinary resolution at the EGM.

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An ordinary resolution will be proposed at the EGM to approve the amendments to the Terms of Reference for the Independent Non-executive Directors by the Company in accordance with the latest regulatory rules and in consideration of the actual situation of the Company. Details of the specific amendments are set out as below:

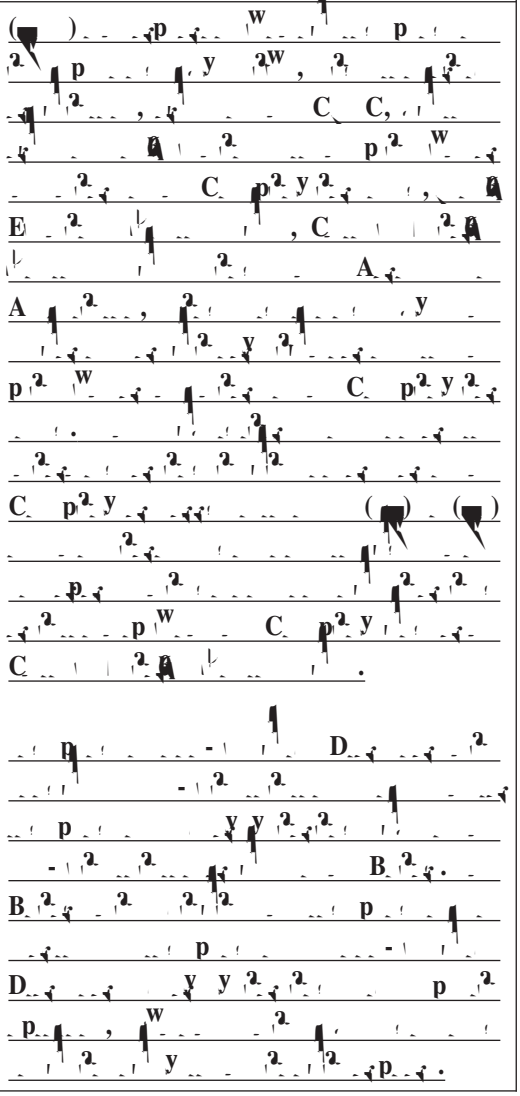
	A p D	A A p D
1	Article 1 In order to improve the governance structure of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the "Company"), standardize the operation of the Company, and better safeguard the overall interests of the Company and protect the legitimate rights and interests of all shareholders especially minority shareholders from damage, the Terms of Reference have been prepared in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the ____ for Independent Directors of Listed Companies, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (hereinafter referred to as the "Chinext Market Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange Listing Rules") and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the "Articles of Association").	Article 1 In order to improve the governance structure of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the "Company"), standardize the operation of the Company, and better safeguard the overall interests of the Company and protect the legitimate rights and interests of all shareholders especially minority shareholders from damage, the Terms of Reference have been prepared in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the **A** for Independent Directors of Listed Companies, **G - y C p E . 2- p C A C p**, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (hereinafter referred to as the "Chinext Market Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange Listing Rules"), the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the "Articles of Association"), .

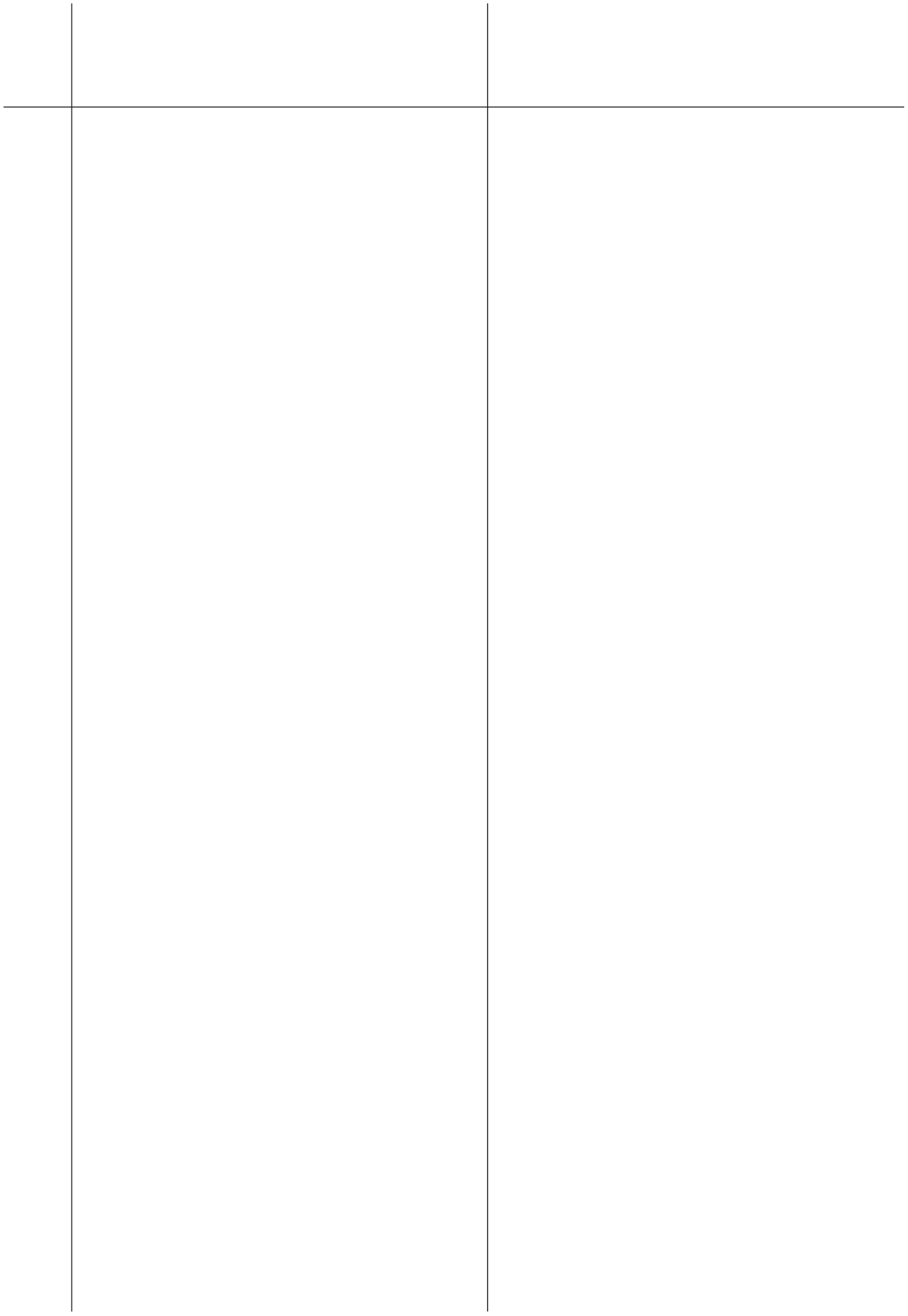
	A p D	A p D
2	Article 2 Independent non-executive Director means a director who does not hold any position other than an independent non-executive Director of the Company or have any relationship with the Company and its substantial shareholders y their independent objective judgment.	Article 2 Independent non-executive Director means a director who does not hold any position other than an independent non-executive Director of the Company or y w the Company, its substantial shareholders p w y him or her from making independent objective judgment.
3	Article 4 The Board of the Company may have a strategy and investment committee, an audit committee, a nomination committee and a remuneration committee. y p D p D w p	Article 4 The Board of the Company may have a strategy and investment committee, an audit committee, a nomination committee and a remuneration committee. w C p y, w pp p p q E C y p D p D w p y p D p D

. .	A p D	A A p D
4	Article 6 An independent non-executive Director of the Company shall: (I) be qualified as a Director of the Company in accordance with laws, regulations and other relevant provisions; (II) satisfy the independence requirements of the for Independent Directors of Listed Companies and the Stock Exchange Listing Rules; (III) have the basic knowledge of the operation of listed companies and be familiar with relevant laws, , p ; (IV) have more than five years of w p w p y p p D ; ( ) p D p w p D p p y C C C C; ( ) p y w , A A ;	Article 6 An independent non-executive Director of the Company shall: (I) be qualified as a Director of the Company in accordance with laws, regulations and other relevant provisions; (II) satisfy the independence requirements of the A for Independent Directors of Listed Companies and the Stock Exchange Listing Rules; (III) have the basic knowledge of the operation of listed companies and be familiar with relevant laws, ; (IV) have more than five years of , w p p y p p D ; ( ) p y ; ( ) p y w , , C C, p w C p y , A A .

	A p - D	A A p - D
5		A 7 A p w p - D p p w p , w : ( ) p q C A ; ( ) p p , p p , , , ; ( ) p y - p , , , p p .
6	Article 7 The following persons shall not serve as independent non-executive Directors of the Company: (I) any person who works for the Company or its subsidiaries, his/her y and connections (y y p , p , , ; connection means any of brothers, sisters, parents of spouses, spouses of children, spouses of brothers or sisters, brothers or sisters of spouses, etc.); (II) any individual shareholder who directly or indirectly holds more than 1% of the issued shares of the Company or is one of the top ten shareholders of the Company, and his/her y ;	Article 8 p - D p . The following persons shall not serve as independent non-executive Directors of the Company: (I) any person who works for the Company or its subsidiaries, his/her p , p and connections (connection means any of brothers, sisters, parents of spouses, spouses of children, spouses of brothers or sisters, brothers or sisters of spouses, p , p , etc.); (II) any individual shareholder who directly or indirectly holds more than 1% of the issued shares of the Company or is one of the top ten shareholders of the Company, and his/her p , p ;

	A p D	A p D
	(III) any person works for shareholders who directly or indirectly holds more than 5% of the issued shares of the Company or works for the top five shareholders of the Company, and his/her ;	(III) any person who works for shareholders who directly or indirectly holds more than 5% of the issued shares of the Company or works for the top five shareholders of the Company, and his/her , ;
	( ) y p w w y p p p y ;	( ) y p w w A C p y, / p , p ;
	( ) y p w , w y pp , p , y p , , C p y, ;	( ) y p w C p y , p , w w A w ;
	( ) p p y w , y A A y y y p w C p y .	( ) y p w p , , p p C p y , p , p p y p , w , p w p , p , D , p p p p ;
		( ) y p w w y p p ( ) ( ) p 12 ;

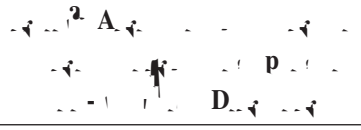
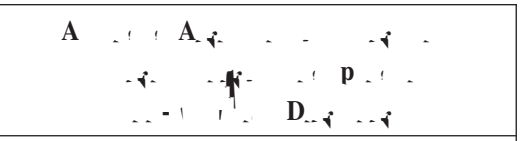
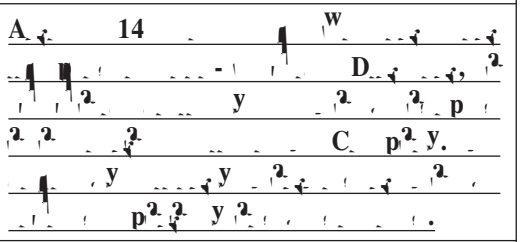
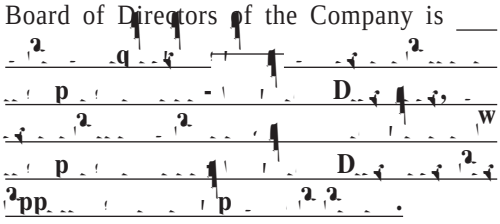
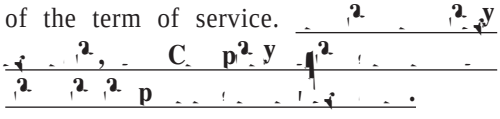
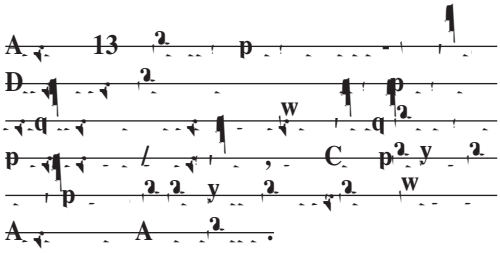
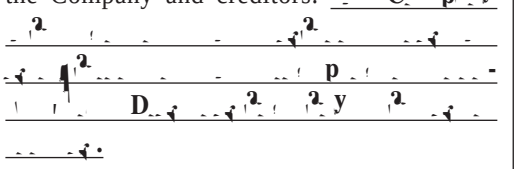
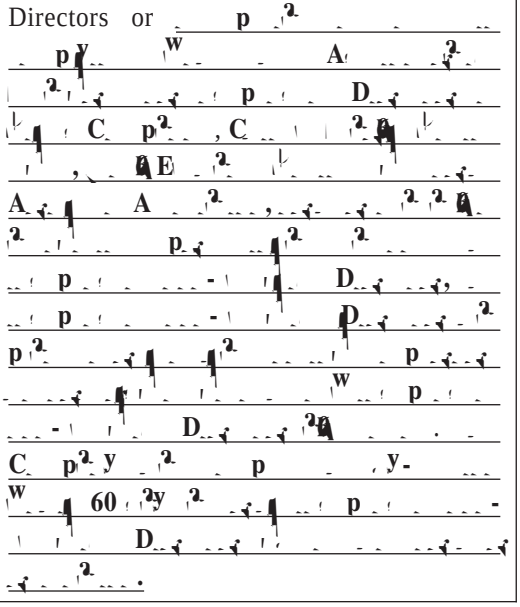
	A p D	A A p D
		



	A p D	A A p D
8	Article 8 During his/her term of office, an p D shall participate in training in relation to p D in accordance with the securities regulatory rules in the place where the shares of the Company are listed.	Article 10 During his/her term of office, an p - D shall participate in training in relation to p - D in accordance with the securities regulatory rules in the place where the shares of the Company are listed.
9	Article 9 An independent non-executive Director shall be elected or replaced at the shareholders' general meeting. The term of office of an independent non-executive Director is the same as that of other directors of the Company. Upon expiry of the term of office, an independent non-executive Director may be eligible for re-election for a further period of not more than 6 years. The Board of Directors, the Supervisory Committee, and shareholders holding more than 1% of the issued shares of the Company individually or jointly may nominate independent non-executive Director candidates. Nominators of independent non-executive Directors shall obtain the consent of the nominees before the nomination. The nominator shall fully understand the occupation, educational background, title, detailed work experience, all part-time work of the nominee, p p / q p p - D p p w C p y / p . B p - D , B D C p y w .	Article 11 An independent non-executive Director shall be elected or replaced at the shareholders' general meeting. The term of office of an independent non-executive Director is the same as that of other directors of the Company. Upon expiry of the term of office, an independent non-executive Director may be eligible for re-election for a further period of not more than 6 years. The Board of Directors, the Supervisory Committee, and shareholders holding more than 1% of the issued shares of the Company individually or jointly may nominate independent non-executive Director candidates. p p p p y p w y p p p - D . p w w y p y q pp p - D .

		Nominators of independent non-executive Directors shall obtain the consent of the nominees before the nomination. The nominator shall fully understand the occupation, educational background, title, detailed work experience, all part-time work, of the nominee,
10		

. •	A p D	A A p D
11		A 13 p B , q p . B p - D C p y w A 10 A p D C p p p p , p - D E , p . E

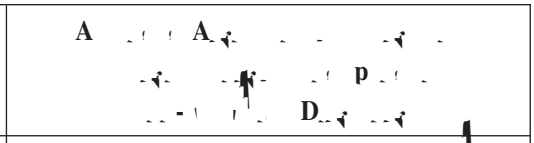
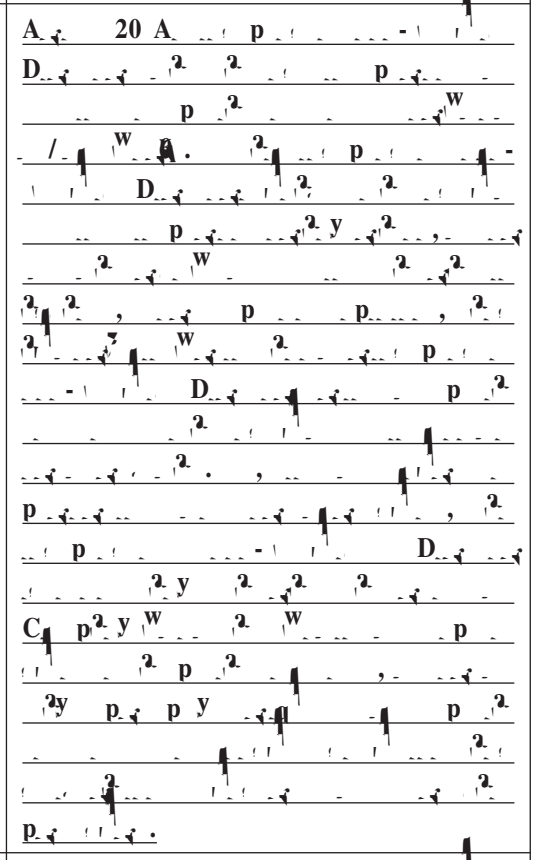
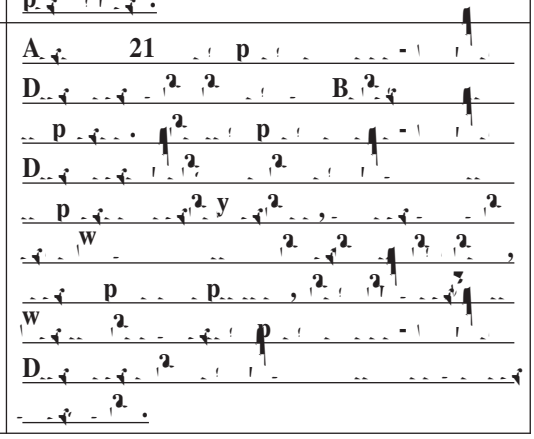
.		
13		
14	Article 12 An independent non-executive Director may tender his/her resignation before the expiry of his/her term of office. An independent non-executive Director who intends to resign shall tender a written resignation to the Board of Directors indicating matters in relation to his/her resignation that, in his/her opinions, needs to be brought to the attention of shareholders of the Company and creditors. If the number of independent non-executive Directors in the Board of Directors of the Company is  The independent non-executive Directors can be removed from their office by the Company through legal procedures prior to the expiry of the term of service.  	Article 15 An independent non-executive Director may tender his/her resignation before the expiry of his/her term of office. An independent non-executive Director who intends to resign shall tender a written resignation to the Board of Directors indicating matters in relation to his/her resignation that, in his/her opinions, needs to be brought to the attention of shareholders of the Company and creditors.  Where the resignation of an independent non-executive Director results in the of reaching the required ratio of independent non-executive Directors in the Board of Directors or 

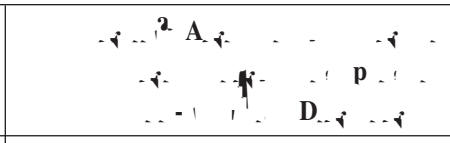
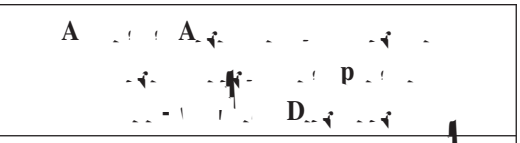
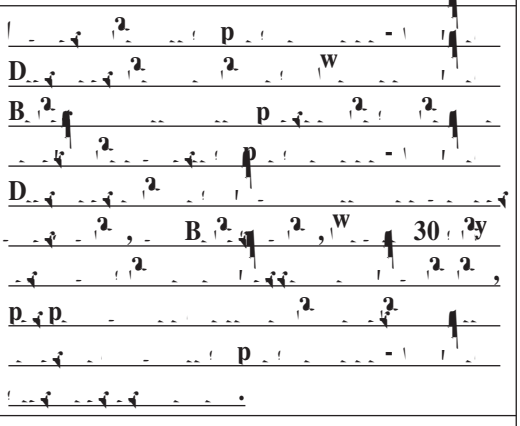
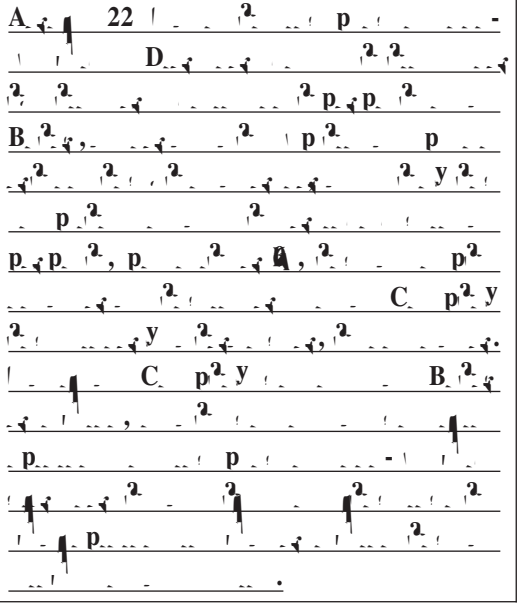
		Article 16 The independent non-executive Directors can be removed from their office by the Company through legal procedures prior to the expiry of the term of service.

	A p D	A A p D
15		A 17 p - D w : ( ) p p - B p p ; ( ) p p w C p y , D , p A 23, 26, 27, 28 A p D C p , - B C p y, p w y ; ( ) p p p p C p y p p - B ; ( ) p y w , C C A A .
16	A 14 C p y w , p - D p y : ( ) w q y B D , p p ;	A 18 p - D w y p y : ( ) p y , , p p C p y; ( ) q B D y ;

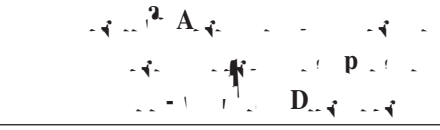
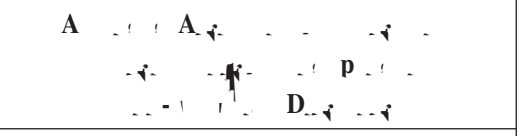
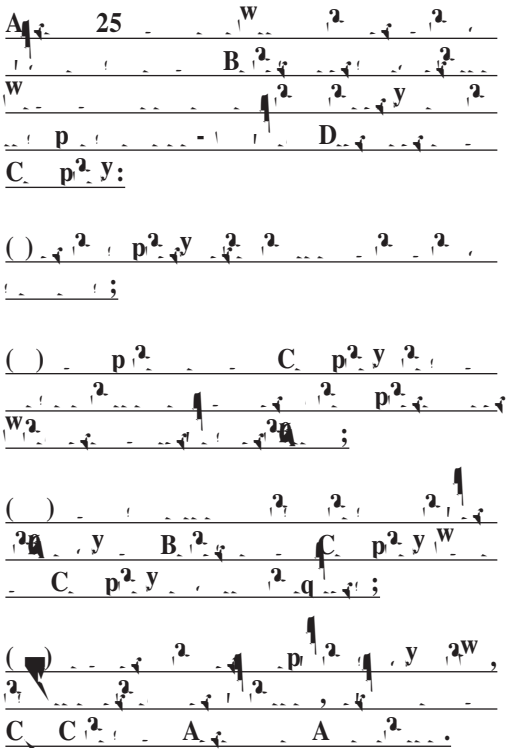
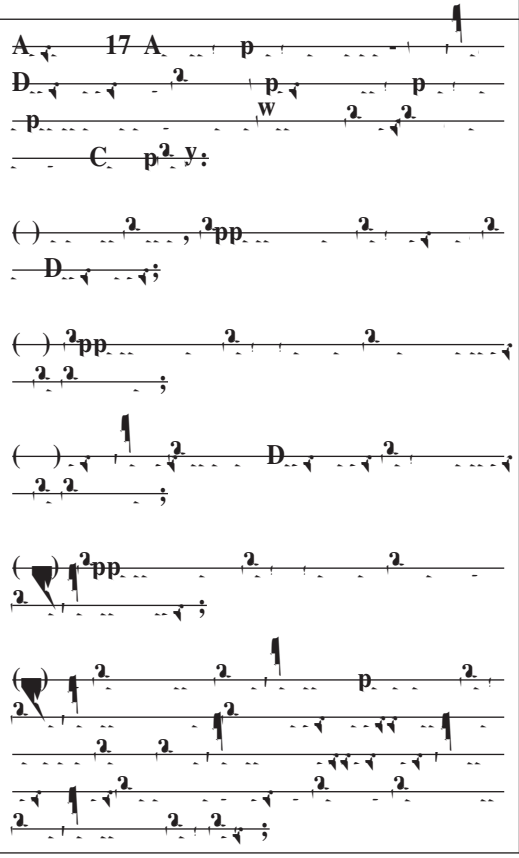
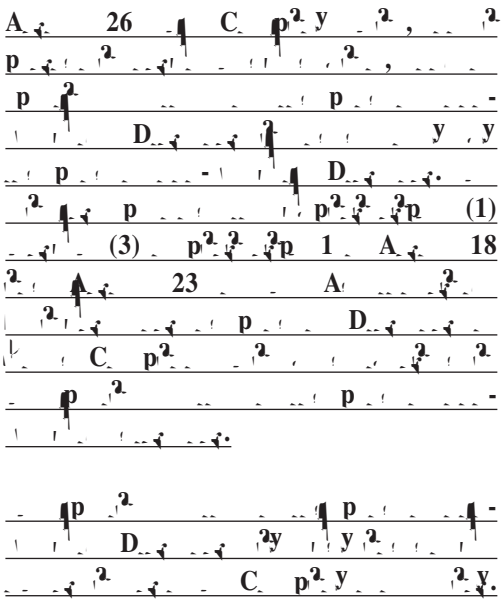
.	A p - D	A A p - D
	( ) B D ; ( ) q B D y ; ( ) p y , p w p p p p p p p , y B D ; ( ) p p B ; ( ) p y ; ( ) p 212 90 p p p w . ( ) ( ) ( ) y p - D p - D ; ( ) y p - D p - D .	( ) p p B ;

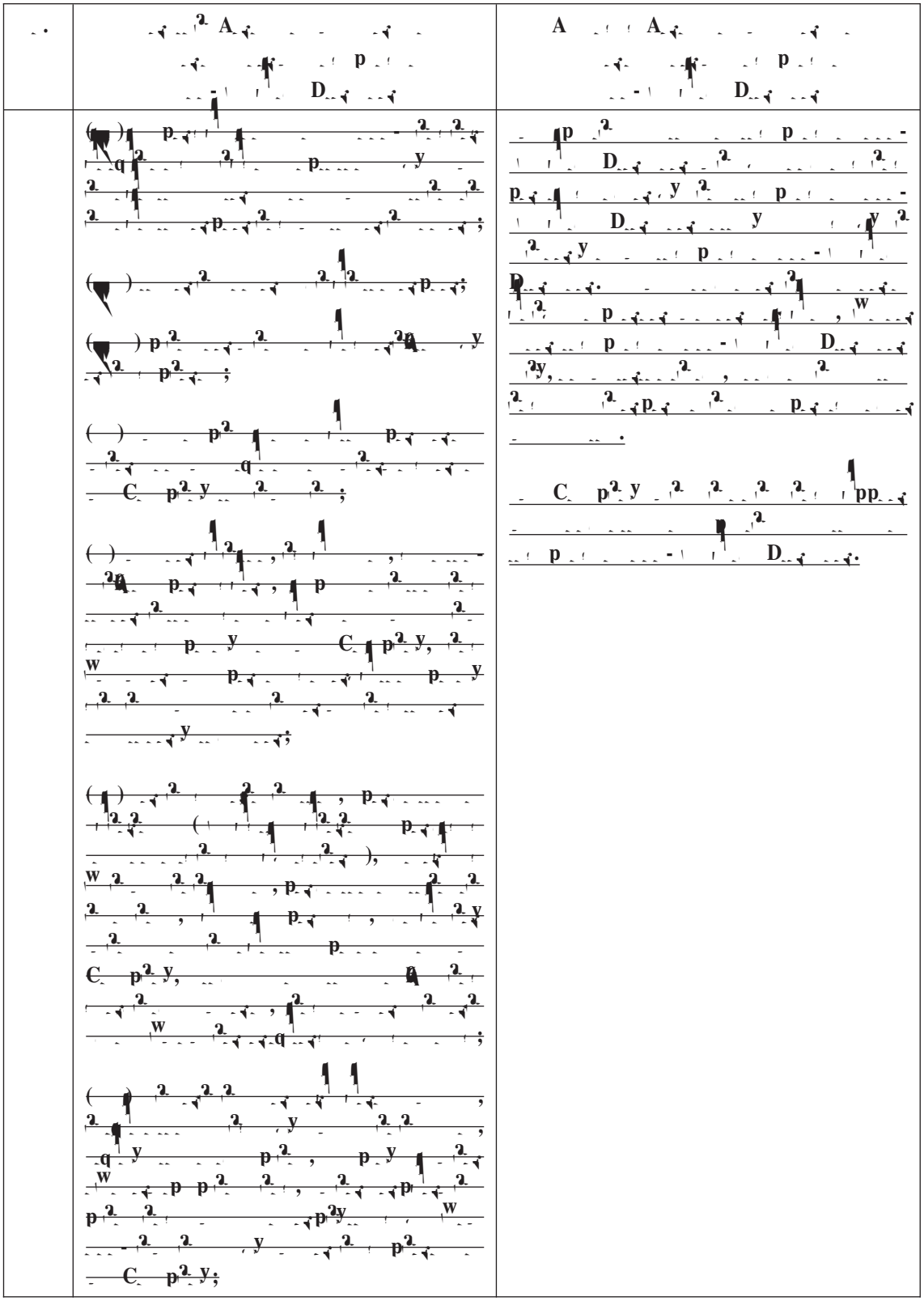
. .	A p D	A A p D
	( ) ( ) p y p - D y B D p p ( ) p y C p y w , C C p w , p p .	
17		A 19 B B p - D y w B y q q pp p, B p y y q p p w y p - D p p y p p p p p

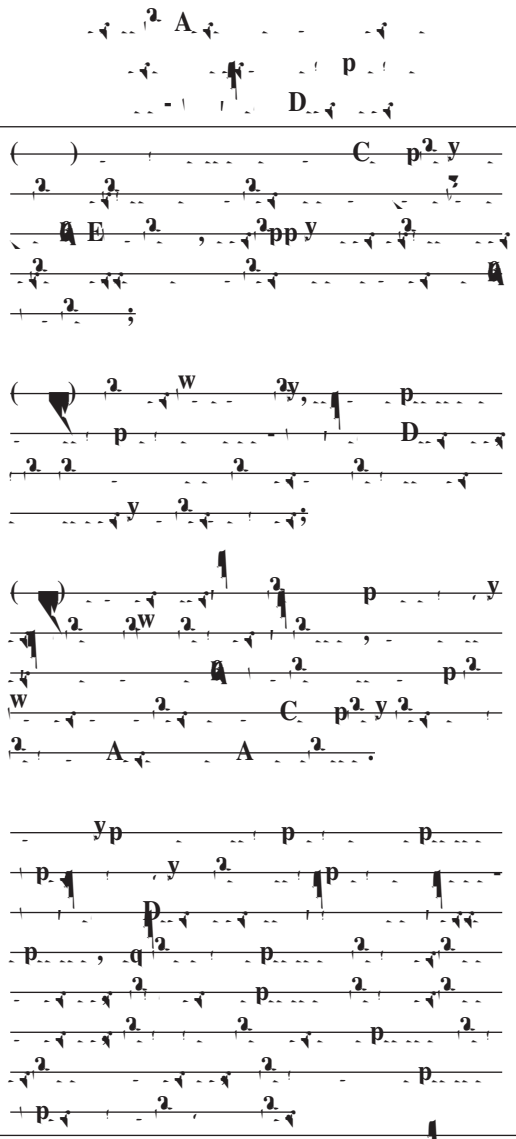
		
18		
19		

		
		
20		

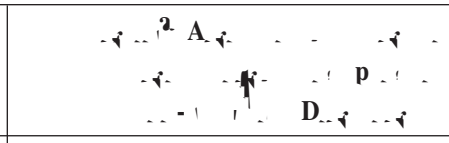
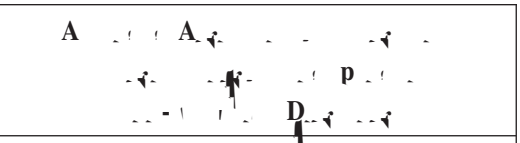
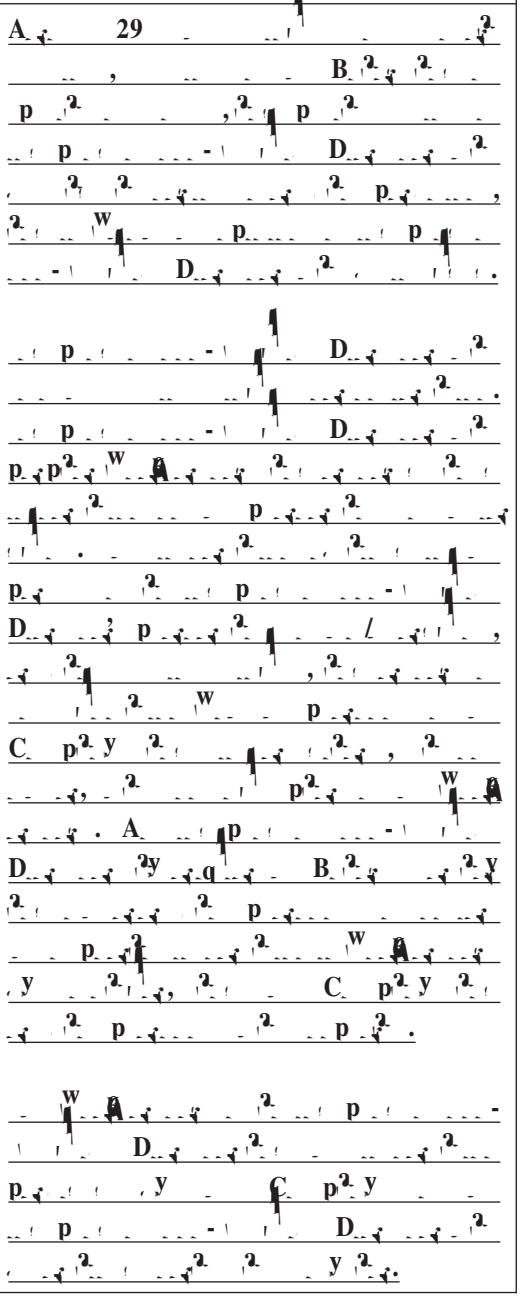
	A p D	A p D
22	A **16** An independent non-executive Director shall make a report to the C p y , in a timely manner, in accordance with relevant requirements, if: (I) the independent non-executive Director is dismissed by the Company and the dismissal is, in opinion of the independent non-executive Director, groundless; (II) the independent non-executive Director resigns due to the Company hindering the independent non-executive Director from exercising his/her authorities by law; (III) the materials of Board meeting are incomplete or insufficient, and the written request of two or more independent non-executive Directors for postponing the Board meeting or the consideration of relevant matters is rejected; (IV) the Board of Directors fails to take effective measures after a report is made to the Board of Directors on the suspected violation of laws and regulations by the Company or its Directors, Supervisors and senior management; (V) other circumstances occur that seriously hinder the independent non-executive Director from performing his/her duties.	A **24** An independent non-executive Director shall make a report to the C p y , in a timely manner, in accordance with relevant requirements, if: (I) the independent non-executive Director is dismissed by the Company and the dismissal is, in opinion of the independent non-executive Director, groundless; (II) the independent non-executive Director resigns due to the Company hindering the independent non-executive Director from exercising his/her authorities by law; (III) the materials of Board meeting are incomplete or insufficient, and the written request of two or more independent non-executive Directors for postponing the Board meeting or the consideration of relevant matters is rejected; (IV) the Board of Directors fails to take effective measures after a report is made to the Board of Directors on the suspected violation of laws and regulations by the Company or its Directors, Supervisors and senior management; (V) other circumstances occur that seriously hinder the independent non-executive Director from performing his/her duties.

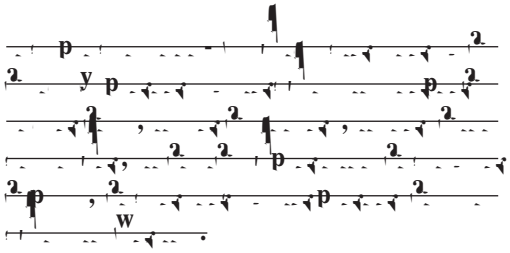
		
23		
24		



		
25	Article 18 p p y an independent non-executive Director shall at least include: (I) basic information on the material events; (II) the basis for the opinions, including procedures performed, documents checked, contents of on-site inspection;	Article 27 Where an independent non-executive Director p p , y p shall at least include: (I) basic information on the material events; (II) the basis for the opinions, including procedures performed, documents checked, contents of on-site inspection;

	(III) compliance of the material events; (IV) the impact on the rights and interests of the Company and minority shareholders, possible risks and whether the measures taken by the Company are effective; (V) conclusive opinions issued. Independent non-executive Directors shall sign to confirm their independent opinions issued, and report the above opinions to the Board of Directors in a timely manner, and such opinions shall be disclosed together with relevant announcements of the Company.	(III) compliance of the material events; (IV) the impact on the rights and interests of the Company and minority shareholders, possible risks and whether the measures taken by the Company are effective; (V) conclusive opinions issued, Independent non-executive Directors shall sign to confirm their independent opinions issued, and report the above opinions to the Board of Directors in a timely manner, and such opinions shall be disclosed together with relevant announcements of the Company.
26		

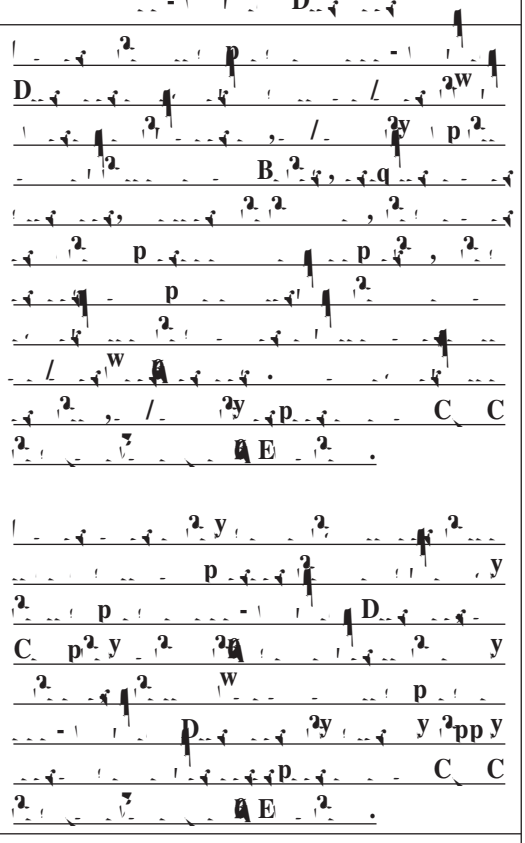
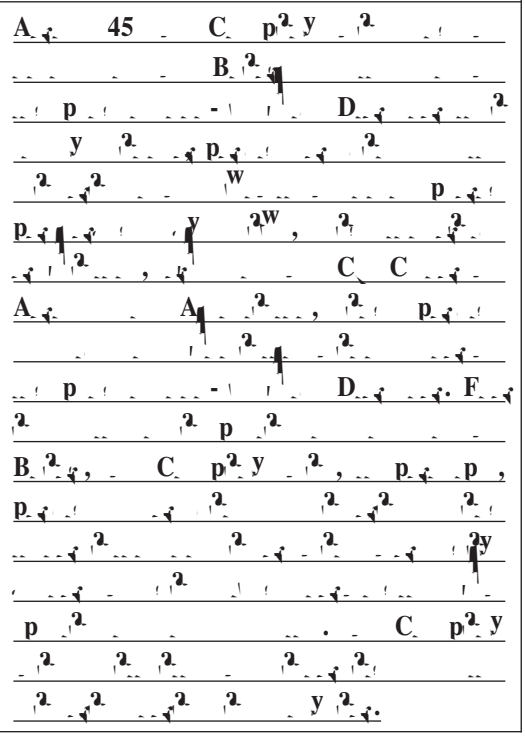
		
27		

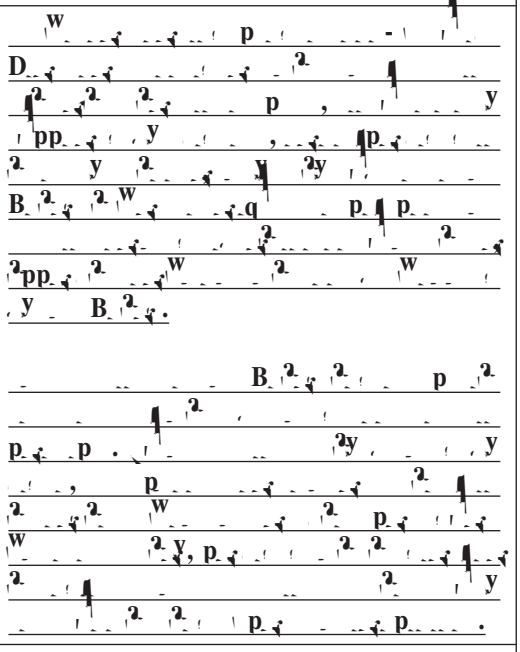
. •	A p D	A A p D
28	Article 26 Independent non-executive Directors have the obligations of and due care to the Company and all shareholders. p D y p W A A p C p y, p y , safeguard the overall interests of the Company, p y p p y . Independent non-executive Directors shall perform their duties p y without , y C p y, C p y.  If an independent non-executive Director finds that his/her independence may be affected with regard to a matter to be considered, he/she shall make a statement to the Company and withdraw from the consideration. In case of any significant influence on the independence of an independent non-executive Director during his/her term of office, he/she shall notify the Company in a timely manner and put forward the solving measures, and if necessary, render his/her resignation.	Article 37 Independent non-executive Directors have the obligations of y y due care to the Company and all shareholders, and W C C, W C p y , A A y p p y p p , safeguard the overall interests of the Company, p y . Independent non-executive Directors shall perform their duties p y p y W , y C p y . If an independent non-executive Director finds that his/her independence may be affected with regard to a matter to be considered, he/she shall make a statement to the Company and withdraw from the consideration. In case of any significant influence on the independence of an independent non-executive Director during his/her term of office, he/she shall notify the Company in a timely manner and put forward the solving measures, and if necessary, render his/her resignation.

.	A p D	A A p D
29	Article 29 Independent non-executive Directors shall submit to the annual general meeting of the Company and w p w shall include: (I) attending the Board meetings, Board meetings attended, the Board meetings for the year, and w y ; ( ) p p ; ( ) - p ; ( ) p p B , p y .; ( ) w p p y .	Article 40 Independent non-executive Directors shall submit to the annual general meeting of the Company the work report, w / p / w p shall include: (I) Board meetings attended, attending the Board meetings, the Board meetings for the year, ; ( ) p p w p B p p - D ; ( ) p A 23, 26, 27, 28 A p D C p , p ( ) A 18 A p D C p ; ( ) w p C p y C p y; ( ) w y ;

30	Article 30 In principle, an independent non-executive Director shall , and shall ensure enough time and energy to effectively perform his/her duties.	Article 41 In principle, an independent non-executive Director shall , and ensure enough time and energy to effectively perform his/her duties.
31	**31** The Company shall ensure that independent non-executive Directors have the same right to know as other Directors.	**42** The Company shall ensure that independent non-executive Directors have the same right to know as other Directors.

	A p D	A A p D
32	A 32 y B C p y y p pp p D p , p , y p p C p y p D y p w y.	A 43 C p y p p D w y w p pp p , p p p B , p y , , B y p . B y p w p D , p , p D q y p p w p .
33	Article 33 p C p y shall actively support, but shall not refuse to support, hinder or conceal any matter for or interfere with the independent exercise by independent non-executive Directors of their authorities.	Article 44 C p y p y p D p w. p C p y D shall actively support, but shall not refuse to support, hinder or conceal any matter for or interfere with the independent exercise by independent non-executive Directors of their authorities.

		
34		

		
35	Article 34 Costs necessary for the independent non-executive Directors to engage an y and exercise their authorities shall be borne by the Company.	Article 46 Costs necessary for the independent non-executive Directors to engage a p institution and exercise their authorities shall be borne by the Company.
36	Article 35 The proposal on the independent non-executive Directors' allowance shall be prepared by the Board of Directors (after the appropriate committee proposal procedures are performed) and subject to consideration and approval by the general meeting, and the allowance shall be paid by the Company and disclosed in the annual report or in accordance with the regulatory listing rules of the place where the shares of the Company are listed. Except for the above allowance, independent non-executive Directors shall not obtain from the Company and its substantial shareholders p .	Article 47 The proposal on the independent non-executive Directors' allowance shall be prepared by the Board of Directors (after the appropriate committee proposal procedures are performed) and subject to consideration and approval by the general meeting, and the allowance shall be paid by the Company and disclosed in the annual report or in accordance with the regulatory listing rules of the place where the shares of the Company are listed. Except for the above allowance, independent non-executive Directors shall not the Company, its substantial shareholders p .
37	Article 36 For the purpose of the Terms of Reference, "more than" and "within" are inclusive; "exceed" are exclusive.	Article 48 For the purpose of the Terms of Reference "more than" and "within" are inclusive; "exceed" is exclusive.

CE F HE EG

The EGM will be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:50 p.m. on Thursday, 18 January 2024. Notice of the EGM is set out on pages 36 to 37 of this circular.

G B A HE EG

Pursuant to Rule 13.39(4) of the Listing Rules of the Hong Kong Stock Exchange, the resolution as set out in the notice of the EGM must be taken by poll.

To the best knowledge of the Directors, as at the Latest Practicable Date, no Shareholders is required to abstain from voting in respect of the ordinary resolution at the EGM.

F

Shareholders who intend to attend the EGM by proxy are required to complete and return the proxy form(s), in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

For H Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, not less than 24 hours before the time appointed for holding the EGM in order for such documents to be valid.

C E F EG E F E BE F H HA E

In order to determine the entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Friday, 12 January 2024 to Thursday, 18 January 2024 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of H Shares at the close of business on Friday, 12 January 2024 are entitled to attend and vote at the EGM.

In order to determine the identity of Shareholders who are entitled to attend and vote at the EGM, all H Share transfers accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), not later than 4:30 p.m. on Thursday, 11 January 2024.

You are urged to complete and return the proxy form whether or not you intend to attend the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM (or any subsequent meetings following the adjournments thereof) should you wish to do so.

EC E DA

The Directors (including the independent Non-executive Directors) consider that the resolution set out in the notice of EGM for Shareholders' consideration and approval is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

By order of the Board
C C (G p) C .,
G p
Executi e Director

28 December 2023

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C C (G p) C ., .
中集車輛(集團)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(C : 1839)

CE F HE F E A D A GE E A EE G F 2024

CE HE EB G E that the first extraordinary general meeting for 2024 (the "**EG** ") of CIMC Vehicles (Group) Co., Ltd. (the "**C p y**") will be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the People's Republic of China (the " **C**") at 2:50 p.m. on Thursday, 18 January 2024 for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the "**C** ") of the Company dated 28 December 2023.

D A E

1. To consider and approve the proposed amendments to the Terms of Reference for the Independent Non-executive Directors.

By order of the Board
C C (G p) C ., .
G p
Executive Director

Shenzhen, the PRC
28 December 2023

Notes:

1. For the purpose of holding the EGM, the register of members of H Shares of the Company will be closed from Friday, 12 January 2024 to Thursday, 18 January 2024 (both days inclusive), during which period no transfer of Shares will be registered.

   In order to be qualified to attend and vote at the EGM, for H Shareholders, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 11 January 2024.

   The Shareholders whose names appear on the register of members of the Company on Friday, 12 January 2024 are entitled to attend and vote at the EGM.

2. Votes on the resolution to be proposed at the EGM shall be taken by way of poll.

3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.

4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that the instrument shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorized by a resolution of its Board or other decision-making bodies.

5. In order to be valid, the proxy form must be deposited, for H Shareholders, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC not less than 24 hours before the time appointed for holding the EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time to the same place as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

6. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.

7. The EGM is expected to take for less than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

8. Contact details of the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:

   Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
   Telephone: (852) 2862 5555
   Fax No.: (852) 2865 0990

9. Contact details of the registered office of the Company in the PRC are as follows:

   Address: No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC
   Telephone No.: (86) 0755 2669 1130
   Email: ir_vehicles@cimc.com

*As at the date of this notice, the Board comprises nine members, being Mr. Mai Boliang**, Mr. Li Guiping*, Mr. Zeng Han**, Mr. Wang Yu**, Mr. He Jin**, Ms. Lin Qing**, Mr. Feng Jinhua***, Mr. Fan Zhaoping*** and Mr. Cheng Hok Kai Frederick***.*

* *Executive Director*
** *Non-executive Directors*
*** *Independent non-executive Directors*