

- (1) Capitalised terms used herein shall have the same meanings as defined in the Offer Document dated 27 March 2024. The Offer Document can be accessed at www.hkexnews.hk or www.cimcvehiclesgroup.com.
- (2) Subject to the H Share Buy-back Offer having become unconditional and the terms and conditions of the H Share Buy-back Offer as stated in the Offer Document, final payment of the consideration for the Offer Shares tendered will be net of the seller's Hong Kong ad valorem stamp duty.
- (3) Shareholders are strongly advised to consider carefully information contained in the Offer Document, including the "Letter from UBS", "Letter from the Board" and "Letter from Somerley" and consult their professional advisers if in doubt before deciding on how to vote on the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, and whether to accept the H Share Buy-back Offer.
- (4) This sheet is issued by the Company and is not for release in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction. The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed herein have been arrived at after due and careful consideration and there

If you are in doubt as to any aspect of the HS & B-Back Order, O & D Form and/or any other Form, please contact the relevant authority. If you are in doubt as to any aspect of the HS & B-Back Order, O & D Form and/or any other Form, please contact the relevant authority.

If you have sold or transferred a share in CIMC Vessel (General) Co., Ltd., you should also complete the O & D Form and any other Form. If you have sold or transferred a share in CIMC Vessel (General) Co., Ltd., you should also complete the O & D Form and any other Form.

The O & D Form is a document which is used to record the details of the shareholding of the HS & B-Back Order, O & D Form and any other Form. It is a document which is used to record the details of the shareholding of the HS & B-Back Order, O & D Form and any other Form.

HS & B-Back Order, O & D Form and any other Form. HS & B-Back Order, O & D Form and any other Form. HS & B-Back Order, O & D Form and any other Form. HS & B-Back Order, O & D Form and any other Form. HS & B-Back Order, O & D Form and any other Form.



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EXPECTED TIMETABLE

The timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company. Unless otherwise expressly stated, all time and date references contained in this Offer Document refer to Hong Kong time and dates.

Event	Time and Date
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Distribution of the Offer Document and completion of the application form (Note 1)	Wednesday, 27 March 2024
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Launch of the online platform for the nomination and election of EGM and H Shareholder	4:30 p.m. on Friday, 12 April 2024
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Completion of the H Shareholder registration process by the Company and the nomination and election of EGM and H Shareholder	Monday, 15 April 2024 Tuesday, 18 April 2024 (both days inclusive)
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Launch of the online platform for the nomination and election of EGM (Note 2)	2:50 p.m. on Wednesday, 17 April 2024
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H Shareholder Registration (Note 2)	2:50 p.m. on Wednesday, 17 April 2024
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Record date for the Shareholder meeting EGM and H Shareholder	Monday, 15 April 2024
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EGM	2:50 p.m. on Tuesday, 18 April 2024
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AS Shareholder Registration	2:50 p.m. on Tuesday, 18 April 2024
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H Shareholder Registration	2:50 p.m. on Tuesday, 18 April 2024
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EXPECTED TIMETABLE

Da anan, nc an , EGM,
 HS d C a M n and AS d
 C a M n n w b H n K n S c
 E c an (www. n w .) and C an
 (www.c c c c , c c).....A ad n
 H n K n S c
 E c an n T day,
 18 A 2024

R n n HS d c m bF day, 19 A 2024

F C n DaT day, 2 May 2024

La m acc anc HS B y-bac O n
 F C n Da (Note 3)4:00 m n T day,
 2 May 2024

Anan, nc an , HS B y-bac O
 n F C n Da (Note 4)By 7:00 m n
 T day, 2 May 2024

La da c n m anc c am, n d, nd
 HS B y-bac O n c a d acc anc
 c d a b a m acc anc
 HS B y-bac O n F C n Da (a , m n
 HS B y-bac O a b c m, nc nd n a
 c n F C n Da a , n d ab) (Note 5)M day, 13 May 2024

La day ad n n HS n H n K n S c
 E c an (a , m n HS B y-bac O a b c m
 , nc nd n a c n F C n Da
 a , n d ab).....F day, 24 May 2024

La m HS B y-bac O b c m b
 d c d, nc nd n a acc anc
 (n a dy, nc nd n a).....7:00 m n M day,
 27 May 2024

F n C n Da (a , m n HS B y-bac
 O a b c m, nc nd n a c
 n F C n Da a , n d ab) (Note 6)T day, 30 May 2024

30 May 2024

30 May 2024

For Ca5.2n. Da a , n d H S a F na 362.9(S a)-362.9(B, y-bac)-3a.m62. n. S c a B, y-bac O

EXPECTED TIMETABLE

3. The applicant's application and the H S & B-y-bac O and a d n m a n a c c a n c e I O D c m n and n a c c m a n y n F m A c c a n c e A c c a n c H S & B-y-bac O a d b e c d b y H S & R m , C m , a c c H n K n I n S c L m d a S 1712-1716, 17 F m, H w C n , 183 Q u n' R a d E a , W a n C a , H n K n , a n a b a n d n a n y n b y n a c a n 4:00 m. n 2 May 2024 a c a c m () and/ a c () a C m a n y m a y d m n and a n n a c c a n c e w T a c c d .
4. The C m a n y w e , a n a n n a c m n n C m a n y' and H n K n S c E c a n ' a c c w b b y 7:00 m. n F C n. D a a n a c , H S & B-y-bac O and V n a y W d r a w a L n. and w a c H S & B-y-bac O a b n c d a d , a a d a b c m a b n d c a d , n c n d n a .
5. R m a n c n a c c a c n d a n n d a c H S & B-y-bac O a w b d a c c n. H S & d b y d n a y a a w a a n a b b n a n y n n a a c a n (7) B n D a y a a a a d a c b y H S & R m , d y c m d F m A c c a n c and a a n d c m n a d a H S & B-y-bac O and V n a y W d r a w a L n. b c m a d c a d , n c n d n a .
6. In c m a n c w N R 2.2 and R 15.3 T a c c d , H S & B-y-bac O a w m a n n a c c a n c a c 28 d a y w c a n a c a d a n n m a y a c d b y R 15.3 T a c c d a a b n d c a d , n c n d n a n a a c . H n c , a a c a c a c c a n c a n d a c H S & B-y-bac O a w b 4:00 m. n 30 May 2024 (a m. n H S & B-y-bac O a b c m a n d n a n a a c a n F C n. D a).

IMPORTANT NOTICE

Shareholders are reminded to read this Offer Document (including but not limited to the letter from the Independent Financial Adviser) carefully before deciding on how to vote on the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, and whether to accept the H Share Buy-back Offer.

Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code and the Share Buy-backs Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code and the Share Buy-backs Code) after the completion of the H Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced.

Shareholders should also note that if they do not agree to the terms of the H Share Buy-back Offer, they can vote against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the A Shareholders Class Meeting and/or the EGM (as the case may be). If more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders are voted against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the H Share Buy-back Offer would lapse and the H Shares would remain listed on the Hong Kong Stock Exchange.

DEFINITIONS

In this Offer Document, the following expressions have the meanings set out below unless the context requires otherwise.

AS (),
 C many w a n n a a, RMB1.00 ac , w c
 and ad d n C N Ma
 S n n S c E c a n (c c d : 301039)

$$A \subseteq S \text{ är } d\text{-}\nabla(), \quad d\text{-}\nabla() \subseteq A \subseteq S \text{ är } ()$$

ASAC d. Ca M n, 2024 A S d ca m n b
c n n d r, an ac a ca n
C m any a Un 1803, 18/F, Bnc Paa, S r,
Nan an D c, S n n, G and n, PRC n
T day, 18 A 2024 a 2:50 ., and any
ad n n c, r r a n H
S B y-bac O and V n W drawa
L n . F a danc d b, r, an
ac a ca n C m any, r, r m
r, d c A S d Ca M n m b
d a a n - d (1/3) A S

and, $c \leq d$, $a \leq b$, $d \leq c$, $b \leq a$, $a \leq c$, $c \leq a$, $b \leq d$, $d \leq b$.

$\mu_a = \frac{1}{n} \sum_{i=1}^n x_i$, $\sigma_a^2 = \frac{1}{n} \sum_{i=1}^n (x_i - \mu_a)^2$, and $T_a = \frac{\sqrt{n}}{\sigma_a} (\mu_a - \mu_0)$

Bard, b and Dac

B r i n Day, m a n a d a y n w c H n K n S c E c a n
n s t r a n a c n b r n

CCASS, C ntra C a n. and S n Sy n.

China International Marine Container (Group) Co., Ltd. (中國國際海運集裝箱(集團)股份有限公司), a company incorporated in the PRC on 14 January 1980 and listed on the Main Board of the Stock Exchange of Hong Kong (stock code: 000039) and the Main Board of the Hong Kong Stock Exchange (stock code: 2039) and with a paid-up capital of 728,443,475 AS\$ (equivalent to approximately 50.11% of the paid-up AS\$ and approximately 36.10% of the paid-up HK\$ of CIMC). CIMC is a wholly-owned subsidiary of the La Praca Group and (through CIMC HK, its wholly-owned subsidiary) 417,190,600 HS\$ (equivalent to approximately 73.98% of the paid-up HS\$ and approximately 20.68% of the paid-up HK\$ of CIMC). CIMC is a wholly-owned subsidiary of the La Praca Group.

DEFINITIONS

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DEFINITIONS

Final Closing Date,	the working day 28 days after the Final Closing Date, as ascertained by the Company in accordance with the Terms of the CD.
Final Closing Date,	2 May 2024, the date when the Offer Document is issued by HSBC BVI-bac O, as ascertained by the Company in accordance with the Terms of the CD, in which HSBC BVI-bac O and Viny W. draw a Lottery to be conducted, and the
Firm Accruals,	the accruals and gain of HSBC() in the HSBC BVI-bac O account in the Offer Document.
Group,	Company and its subsidiaries.
HSBC(),	the authorised person duly authorised as a cashier of the Company with a licence, RMB1.00 each, which are issued and added in Mainland H.K.S. Sec E can.
HSBC BVI-bac O,	the company established by UBS, in the Company, by BVI-bac a HSBC(), (as authorised by CIMC Group, and its subsidiaries) in accordance with the Terms of the CD and the SBC BVI-bac CD.
HSBC Related,	Company, HSBC H.K. In the SEC L.L.L.D., HSBC and its subsidiaries and the Company.
HSBC d(),	d() HSBC.
HSBC d Ca M.L.,	2024 HSBC d ca M.L. b c n n d , an a c a c a n C M any a Un 1803, 18/F, Renc P a a, S , , Nan an D e c, S n n, G an d n , PRC n T e day, 18 A c 2024 a 2:50 . . , and any ad n n n , , a c n H S a c B y-bac O and V , n a y W d r a w a L . n . F e a d a n c d , b , , an a c a c a n C M any, , a c , d e H S a c d Ca M . n . b d a a n - d (1/3) H S a c
HK\$,	H.K. dollar, the currency of H.K.

DEFINITIONS

“H n. K n.”	H n. K n. S c a A d m n a R . . n PRC
“H n. K n. S c E c a n.”	T S c E c a n. H n. K n. L m d
“Ind n d n F n a n c a A d . . , S m . y”	S m . y C a . a L m d, a c n d c . a . n c a y , Ty 1 (d a n n c . .) and Ty 6 (a d n n c . a . n a n c) . , a d a c . . , and SFO, b n . Ind n d n F n a n c a a d . . a n d a d . Ind n d n H S a d . n c H S a B . y-bac O . and V , n a y W d r a w a L . n
“Ind n d n H S a d . . a c a b U n d . a . n ()”	d d . a b , and a . n . n b y a c Ind n d n I U S a d . n a . C m a n y and n . d n n 11 M a r c 2024
“Ind n d n H S a d . .”	H S a d . . a n () D . c . and a . a c n . n c n c w . a n y D . c . and C m a n y, n c , d n . CIMC HK, M r. L . G . n and M . M a Y , and () a n y H S a d . w . a a m a . a n . n H S a B . y-bac O . and V , n a y W d r a w a L . n a . d . n . n . n a . H S a d . (a . , a d , and R . 3.2 S a B . y-bac C d)
“Ind n d n I U S a d . .”	c c . y, w n . Ind n d n H S a d . . () H n. K n. T a n c n . I n m n & T r a d n . C . L m d, a c m a n y n c . a d n H n. K n. w . m d a b . y and d . 39,948,500 H S a (. n n a . m a y 7.08% a H S a n . , and a . m a y 1.98% a . , d a c a . C m a n y a a L a P r a c c a b D a), , m a b n . c a w a . w c . M r. WANG X c n ; () X n . a T c n . y M a . a C . , L d ., a c m a n y n c . a d n T a w a n w . m d a b . y and d . 18,996,000 H S a (. n n a . m a y 3.37% a H S a n . , and a . m a y 0.94% a . , d a c a . C m a n y a a L a P r a c c a b D a), , m a b n . c a w a . w c . M r. ZHENG X and ;

DEFINITIONS

(...) Pacific Asia Management Company, Limited, a company incorporated in PRC with paid up capital and authorized capital 10,755,000 H S \$ (including (a) China Pacific Life Insurance Company, Limited, (b) China Pacific Reinsurance Company, Limited, (c) Pacific Hail Insurance Company, Limited and (d) China Pacific Annuity Assurance Insurance Company, Limited) (collectively referred to as "PACIFIC ASIA") a 1.91% shareholding in H S \$ 10,755,000, and a 0.53% shareholding in the Company (La Praticab Da), which is a wholly owned subsidiary of China Pacific Insurance (Group) Company, Limited (中國太平洋保險(集團)股份有限公司), a company incorporated in PRC with paid up capital and authorized capital 2601 and 601601) and registered in Hong Kong, S c E c a n and S a n a S c E c a n , respectively;

(...) S a n a L n e I n s u r a n c e C o m p a n y , L t d . , a c o m p a n y i n c o r p o r a t e d i n P R C w i t h p a i d u p c a p i t a l a n d a u t h o r i z e d c a p i t a l 8,386,000 H S \$ (a m o u n t w i t h o u t 855,000 H S \$ s h a r e d i n C a n a d i a n O p e n S e c u r i t y I n v e s t m e n t M a n a g e m e n t P a n (QDII) (長信基金-海外精選2號單一資產管理計劃 (QDII))) (collectively referred to as "S a n a L n e I n s u r a n c e C o m p a n y") a 1.49% shareholding in H S \$ 8,386,000, and a 0.42% shareholding in the Company (La Praticab Da), which is a wholly owned subsidiary of Mr. JIANG Y n ; and

(...) WT A M a n a g e m e n t L t d . , a c o m p a n y i n c o r p o r a t e d i n H o n g K o n g w i t h p a i d u p c a p i t a l a n d a u t h o r i z e d c a p i t a l 2,057,500 H S \$ (including WT C h i n a F o r e i g n a n d M a n a g e m e n t) (collectively referred to as "W T A") a 0.36% shareholding in H S \$ 2,057,500, and a 0.10% shareholding in the Company (La Praticab Da), which is a wholly owned subsidiary of Mr. WANG T n ,

La Praticab Da,

27 N o v e m b e r 2023, b e n e f i t a r e d a y s e e c o m m e n t a r y O p e n d

DEFINITIONS

La Prac cab Da ,	25 Marc 2024, b n a rac cab da n n O D c m n a c a n n c a n n m a n n c , n n O D c m n
L n R ,	R G a n L n S c n T S c E c a n H n K n L m d
O D c m n ,	d c m n , d by C m any S a d c n c n c n w H S a B y-bac O and V n any W d r a w a L n n c m a n c w Ta a C d , S a B y-bac C d and L n R
O P d ,	a m a n n a b d , and Ta a C d and a c m m n c d m 28 N m b m 2023, b n da a a n , n c m n m a d , a n R 3.7 Ta a C d
O P c ,	HK\$7.5, b n c a w c H S a B y-bac O m a d
O S a () ,	a H S a () n , a n d by CIMC G r , and c n c a
O a H S a d ,	H S a d () w a d d () , a w a n a a m m b C m any, / a , d H n K n
PRC,	P ' R , b c C n a, w c a O D c m n , c d H n K n , Maca S c a A d m n a R n PRC and Ta wan a n
R an P d ,	d c m m n c n n 28 May 2023, b n da a n m n c d n 28 N m b m 2023, da c m m n c m n O P d , , and n c , d n La Prac cab Da
RMB,	R m m b , a w , c n c y PRC
R 3.5 A n n , n c m n ,	a n n , n c m n m a d b y C m any n 11 Marc 2024 n a n H S a B y-bac O and V n any W d r a w a L n , and R 3.5 Ta a C d

3.7 Annex, as amended by Company 28
N 2023 and H S B-y-bac
O and V, any W drawa L n, and R
3.7 Ta C d

SAFE, ca b a S a Admin a n F n
E c an. PRC

SFC, S c and F r C m n H n K n

SFO, S c and F r Ord nanc (C a 571
Law H n K n)

S (), H S and/ A S

S B-y-bac C d , C d n S B-y-bac , d by SFC

S d (), d () S ()

Ta C d , C d n Ta and M c , d by SFC

UBS, UBS AG (ac n , H n K n Branc), a
c d n , and SFO c n Ty 1
(d a n n c), Ty 4 (ad n n c),
Ty 6 (ad n n c a nanc), Ty 7 (c d n
a a d ad n c) and Ty 9 (a
ana n) c , a d ac , and SFO,
nanc a ad c C m any n c H
S B-y-bac O . UBS AG nnc a d n
Sw and w m d ab y

UBS G , UBS G AG, UBS AG and any , b d y, branc ,
a a a ca UBS G AG UBS AG

V, any W drawa
L n ,

The following are some of the questions you, as an H Shareholder, may have and the answers to those questions. This Offer Document contains important information and you are encouraged to read this Offer Document in full, including the Appendices, carefully.

Taken together, our results suggest that the OGD-induced neuronal death is dependent on the activation of the Ca^{2+} channel, which is inhibited by the Ca^{2+} channel blocker, Cd^{2+} .

- (a) $\text{[n]} \rightarrow \text{[ma]}$ and $\text{[n]} \rightarrow \text{[H S æ B, ʏ-bac O]}$ and $\text{[V]} \rightarrow \text{[a ʏ W]}$ drawa
L [n] ;
- (b) $\text{[æ]} \rightarrow \text{[ad c]}$ and $\text{[æ]} \rightarrow \text{[m]}$ Ind [ad n] F aanc a Ad [æ] Ind [ad n] H
S æ d $\text{[æ]} \rightarrow \text{[n]}$ c H S æ B, ʏ-bac O and V [a ʏ]
W drawa L [n] ;
- (c) $\text{[n]} \rightarrow \text{[c]}$ EGM and H S æ d $\text{[æ]} \rightarrow \text{[C a M]}$ [n] ; and
- (d) [acc m a ʏ n] F [æ m] Acc aanc [n] c H S æ B, ʏ-bac O [æ] .

T acc H S æ B y-bac O æ, y , d c æ , n and b æ
acc æ any ñ F æ Acc anc H S æ R æ æ n æ b æ 4:00 æ. n 2 May
2024 (æ, c æ æ da æ may b nd d by C æ any ñ acc ædanc w Ta æ
C d), n acc ædanc w æ æ æ æ æ æ æ æ æ æ.

B n c a w a t H S a t w d t H S a t n CCASS d e c y a a n n t
a c a n t a n d e c y a a b t t c d a n a c a n t d n t
t t t n (t n A a n d I t O t D c t n) t c a t n n t c t n b m a d
CCASS n a c c a n d a n c w t G n a R t CCASS a n d CCASS O t a t a
R c d t D a t c d t t a c c a n c a n d t n t H S a t B t y - b a c
O t a t t n A a n d I t O t D c t n a n d n t a c c t a n y n t F t
A c c a n c t

In addition, because HSA is, with the exception of albumin, the most abundant protein in plasma (accounting for 1.5–2.0 g/dL in CCASS), the HSA B γ -bac O is, therefore, the most abundant bacillus in the plasma and is the most abundant bacillus in the plasma.

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(and/any a ac any and an y and an c , d n c) n c y ,
H S a () /a n nam a n n c m any a nam a n y , w n , y , m ,
a ac n a m n n d ab .

3. WHAT IS THE LATEST TIME TO ACCEPT THE H SHARE BUY-BACK OFFER?

T a . . . acc anc . . . H S æ B, y-bac O . . . 4:00 . . . n 2 May
2024, r n C . . . any d c d . . . nd H S æ B, y-bac O . . . n acc anc w
Ta . . . C d .

4. WHAT WILL HAPPEN IF I DO NOT ACCEPT THE H SHARE BUY-BACK OFFER?

Ind and n HS are d and d a yd n acc HS are Br y-bac O are, and HS are Br y-bac O are, b , n y b c m , nc nd na na are c and HS are are d d are H n K n S c E c an , w are, n Ind and n HS are d d n , n d HS are and d y HS are may b are y are d c d. In add n, C m any w n n are b , b c are, are m n , nd are L n R and may are may n c n n b , b c Ta are C d and S are Br y-bac C d (d nd n n w are are m a n a a , b c c m any n H n K n , nd are Ta are C d and S are Br y-bac C d) a are c m n H S are Br y-bac O are, and are Ind and n HS are d are c are n n are m a n C m any w b are d c d.

5. CAN I WITHDRAW MY ACCEPTANCE AFTER ACCEPTING THE H SHARE BUY-BACK OFFER?

Acc anc HS æ B, y-bac O w b cab and w n b ca ab
b n w drawn, c n c m anc w R 17 Ta C d, w c d
a an acc HS æ B, y-bac O a b n d w draw / /
acc anc a w n y- n (21) day m 2 May 2024 (b n da a d a Fr
C n Da n O D c m n), HS æ B, y-bac O a n by n b c m
rnc nd na a acc anc .

6. WHAT IS THE PURPOSE OF HOLDING THE EGM AND THE H SHAREHOLDERS CLASS MEETING?

A EGM, HS and Bystac O and V, nary W drawa L n w b d n by S and d A HS and d Ca M n , HS and Bystac O and V, nary W drawa L n w b d n by HS and d .

QUESTIONS AND ANSWERS

7. WHAT ARE THE LOCATION, DATE AND TIME OF THE EGM AND THE H SHAREHOLDERS CLASS MEETING?

The EGM will be held at Unit 1803, 18/F, Prince Plaza, Suite 1803, Sheung Wan, Hong Kong, PRC on 18 August 2024 at 2:50 p.m. and the H Shareholders Class Meeting will be held at Unit 1803, 18/F, Prince Plaza, Suite 1803, Sheung Wan, Hong Kong, PRC on 18 August 2024 at 2:50 p.m.

8. WHAT VOTE IS REQUIRED FROM THE SHAREHOLDERS IN ORDER FOR THE H SHARE BUY-BACK OFFER AND THE VOLUNTARY WITHDRAWAL OF LISTING TO BE APPROVED?

The following are the requirements:

(a) a general meeting, in which the H Shareholders Class Meeting shall approve the H Share Buy-back Offer and Voluntary Withdrawal Listing, provided that:

- (i) the meeting shall be held (by way of poll) by a two-thirds (2/3) majority of the H Shareholders by H Shareholders as a percentage of the total H Shareholders by H Shareholders Class Meeting, and
- (ii) at least 75% of the H Shareholders by Indentured H Shareholders as a percentage of the total H Shareholders Class Meeting; and

- (iii) the meeting shall be held (by way of poll) by Indentured H Shareholders as a percentage of the total H Shareholders by H Shareholders Class Meeting and at least 10% of the H Shareholders by Indentured H Shareholders;

(b) a general meeting, in which the AS Shareholders Class Meeting shall approve the H Share Buy-back Offer and Voluntary Withdrawal Listing, provided that the meeting shall be held (by way of poll) by a two-thirds (2/3) majority of the AS Shareholders by AS Shareholders as a percentage of the total AS Shareholders Class Meeting; and

(c) a general meeting, in which the EGM shall approve the H Share Buy-back Offer and Voluntary Withdrawal Listing, provided that the meeting shall be held (by way of poll) by a two-thirds (2/3) majority of the Shareholders by Shareholders as a percentage of the total Shareholders by EGM.

9. I AM A SHAREHOLDER. HOW DO I VOTE ON THE H SHARE BUY-BACK OFFER AND/OR THE VOLUNTARY WITHDRAWAL OF LISTING?

I, H S () a / a b n d d w n c an' acc , n
 and w CCASS, , d a n a CCASS P n Sy
 CCASS In Sy n b d ad n by HKSCC N L d.

11. WHAT IS THE POSITION OF THE INDEPENDENT FINANCIAL ADVISER WITH REGARD TO THE H SHARE BUY-BACK OFFER AND THE VOLUNTARY WITHDRAWAL OF LISTING?

Acc and n. y, S acc y c m m and Ind and n H S acc d (1) acc H S acc Br y-bac O ; and (2) n a r H S acc Br y-bac O and V n a y W drawa L n r n a EGM and H S acc d C a M n .

S a d a ad d ad ca , y S m y , n a 49
86 O D c m n b d c d n n w n H S a B r y - bac O a
and V , n a y W drawa L n , and w acc H S a B r y - bac O .

[illegible]

QUESTIONS AND ANSWERS

13. WHO SHOULD I CONTACT IF I HAVE ADDITIONAL QUESTIONS?

T C M any a , c n , a n n and a a d n a n n a n
H S a B y-bac O and/ V n a y W d r a w a L n n n n n y
a d m n a c d a , . I S a d and n a n a a n y
n a n a n a d m n a c d a n a c n c n n H S a B y-bac O
and/ V n a y W d r a w a L n , a a c , G n C a a P y L m d
(y and a n n a d b y C M any) a w n w a y :

By n : (852) 3953 7250

Wednesday : Monday Friday, 09:00-18:00 (H n K n .m)

By mail : rc@c.c.c

F a danc d, b, d na d n n ma acc, n cann and w
n (.) d any n ma n n a a ab n, b c d m a n n any ad c n m
HS B, y-bac O and/ V, n any W drawa L n (.)
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LETTER FROM UBS



27 March 2024

To the Shareholders

Dear Sirs / Madam,

(1) CONDITIONAL CASH OFFER BY UBS ON BEHALF OF CIMC VEHICLES (GROUP) CO., LTD. TO BUY-BACK ALL THE ISSUED H SHARES (OTHER THAN THOSE HELD BY CIMC GROUP AND ITS CONCERT PARTIES) AT HK\$7.5 PER H SHARE; AND

(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF CIMC VEHICLES (GROUP) CO., LTD. FROM THE STOCK EXCHANGE OF HONG KONG LIMITED

INTRODUCTION

Reference is made to the Circular of 3.5 Announcing the Conditional Cash Offer by UBS on Behalf of CIMC Vehicles (Group) Co., Ltd. to Buy-Back All the Issued H Shares (Other Than Those Held by CIMC Group and its Concert Parties) at HK\$7.5 per H Share and the Proposed Voluntary Withdrawal of Listing.

On 11 March 2024, the Board announced that the Company will take the Conditional Cash Offer and the Proposed Voluntary Withdrawal of Listing of the H Shares to be implemented. The Conditional Cash Offer is a buy-back of H Shares by the Company, which is subject to the approval of the Shareholders by way of a general meeting of the Company. As at the Latest Practicable Date, the number of H Shares in issue is 563,920,000, of which the Company owns approximately 27.95% and the Company has 417,190,600 H Shares held by CIMC Group and its concert parties. The Company will also announce the results of the Conditional Cash Offer. If the Conditional Cash Offer is successful, the Company will be able to reduce the number of H Shares in issue and the Company will be able to reduce the number of H Shares in issue. The Company will also announce the results of the Conditional Cash Offer. If the Conditional Cash Offer is successful, the Company will be able to reduce the number of H Shares in issue and the Company will be able to reduce the number of H Shares in issue.

The H Shares to be bought back by the Company will be bought back at HK\$7.5 per H Share and (2) the Company will also announce the results of the Conditional Cash Offer. If the Conditional Cash Offer is successful, the Company will be able to reduce the number of H Shares in issue and the Company will be able to reduce the number of H Shares in issue.

The Company will also announce the results of the Conditional Cash Offer. If the Conditional Cash Offer is successful, the Company will be able to reduce the number of H Shares in issue and the Company will be able to reduce the number of H Shares in issue. The Company will also announce the results of the Conditional Cash Offer. If the Conditional Cash Offer is successful, the Company will be able to reduce the number of H Shares in issue and the Company will be able to reduce the number of H Shares in issue.

LETTER FROM UBS

Accordingly, the Company has agreed to enter into a written agreement with UBS AG, Switzerland, dated 14 January 2014, to purchase the Company's shares from time to time on the open market or privately, subject to the terms and conditions set out in the attached Letter of Offer.

The Company has also agreed to enter into a written agreement with HSBC Bank (Hong Kong) Limited, Hong Kong, dated 14 January 2014, to purchase the Company's shares from time to time on the open market or privately, subject to the terms and conditions set out in the attached Letter of Offer.

THE H SHARE BUY-BACK OFFER AND THE VOLUNTARY WITHDRAWAL OF LISTING

Principal terms of the H Share Buy-back Offer

Accordingly, the Company has agreed to enter into a written agreement with UBS AG, Switzerland, dated 14 January 2014, to purchase the Company's shares from time to time on the open market or privately, subject to the terms and conditions set out in the attached Letter of Offer.

For each Offer Share

HK\$7.5 in cash

The Company will not increase the Offer Price as set out above. Shareholders and potential investors should be aware that, following the making of this statement, the Company will not be allowed to increase the Offer Price and the Company does not reserve the right to increase the Offer Price.

Subject to the H Share Buy-back Offer being completed, the Company will not be allowed to increase the Offer Price as set out above. Shareholders and potential investors should be aware that, following the making of this statement, the Company will not be allowed to increase the Offer Price and the Company does not reserve the right to increase the Offer Price.

The Company has also agreed to enter into a written agreement with HSBC Bank (Hong Kong) Limited, Hong Kong, dated 14 January 2014, to purchase the Company's shares from time to time on the open market or privately, subject to the terms and conditions set out in the attached Letter of Offer.

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THE OFFER PRICE

(a) a \leftarrow m, m a \leftarrow ma y 3.45% \leftarrow c n \leftarrow c HK\$7.25 \leftarrow H S a
a , d n H n. K n. S c E c an. n La Rac cab Da ;

(b) a 4.90% HK\$7.15 H S a
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day a a , b c a n R 3.5 Ann , n c n ;

[illegible][illegible]

() a s m, m a s ma y 20.97% a s a c n c H
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day , and n c , d n La T r a d n Day HK\$5.98 \leq H S \leq ;

(.) a \leq m, m a \leq ma y 19.05% \leq a \leq a c \leq n \leq c H
S \leq a , d n H n K n S c E c a n. \leq 60 c n c \leq a d n.
day , and nc, d n La Trad n Day HK\$6.30 \leq H S \leq ;

() a ~~an~~ m. m. a ~~an~~ m. a y 15.92% ~~a~~ a ~~an~~ c ~~an~~ ~~a~~ c H S ~~a~~ a , d n H n. K n. S c E c a n. ~~a~~ 90 c n c ~~a~~ d n. day , and n c , d n. La T r a d n. Day HK\$6.47 ~~a~~ H S ~~a~~ ; and

(i) add a new share of 6.95% add a new share, a new share of RMB7.34 (, a new share of HK\$8.06) a new share (ca a d b a d n () a d d c n d a d n a a , a b a b S a d a a d n a n n a , a n n , a c a n C a n y a a d d 31 D c m b 2023 , b d n 21 M a r c 2024; () 2,017,600,000 S a n , a a L a P r a c a b D a ; and () c a n a HK\$1: RMB0.91105, b n a a a RMB c a n a a 29 D c m b 2023 2 J a n a y 2024 (b n B r n D a y a a d a y a c d n and w n 31 D c m b 2023 a c y) a a n , a c d b y H n K n M n a y A a y).

T O ~~Rec~~ a b and ~~and~~ n a c ~~and~~ a b a a a n n acc , n
~~ca~~ and ~~a~~ n ~~c~~ S ~~ad~~ d n H n K n S c E c a n . A
, c , B a d b a O ~~Rec~~ a and ~~a~~ n a b and H S ~~B~~ y-bac
O ~~n~~ ~~n~~ ~~c~~ C ~~any~~ and S ~~d~~ a a w .

During the Reporting Period, the Company and its subsidiaries have not issued any shares of common stock, preferred stock, or any other securities, and have not repurchased any shares of common stock. The Company's only equity-based compensation plan is the 2014 Equity Incentive Plan, which was approved by the Board of Directors in 2014 and amended in 2019. The plan provides for the granting of incentive stock options, non-qualified stock options, restricted stock, restricted stock units, and performance shares to employees, directors, and consultants. The total number of shares of common stock available for grant under the plan is 1,000,000. As of December 31, 2023, there were 1,000,000 shares of common stock available for grant. The Company has not granted any equity-based awards under the plan during the Reporting Period.

A a La Rac cab Da , C many a 563,920,000 H S a n , . T
H S a Br y-bac O a w b and d a H S a d a an CIMC Gr , and
c nc a d n an a a a 417,190,600 H S a .

Ba d n O c R c HK\$7.5 c O c S a , and a , m. a H S a
 B y-bac O c acc d n , , a , H S a B y-bac O c w b
 HK\$1,100,470,500.

The Company and Finance Committee have approved the HSBC Bank (Hong Kong) Limited HK\$1,100,470,500 by arrangement.

UBS, b n . nanc a ad . C m any n c H S x B y bac
O , a d a , c n nanc a ac a a ab C m any a y
c n d a n ayab by C m any , acc anc H S x B y bac O .

They also draw a line, labeled c , with a compass, and

- (a) a n , n b d a H S æ d C a M n a n H S æ B y - b a c O and V , n æ y W d r a w a L n , d d a :
- (.) , n a d (b y w a y) b y () a a w - d (2/3)
a a c n a H S æ d b y H S æ d a æ
d n n b y y a H S æ d C a M n , and

LETTER FROM UBS

(y) a a 75% a ac n a H S æ d by
Ind nd n H S æ d a æ d æ n æ n æ by æ y a
H S æ d C a M n ; and

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a H S \rightarrow β d by Ind \rightarrow α H S \rightarrow β ;

(b) a n , n b d a A S d C a M n
a n H S B y-bac O and V , n W drawa L n ,
d d a , n b a d (b y way) b y a a w - d
(2/3) a ac n a A S d b y A S d a
d n n b y y a A S d C a M n . ;

(c) a .n. ↖ r . n b ↖ d a EGM ↖ a ↖ .n. H S æ
B y-bac O ↖ and V , n æy W drawa L .n. , ↖ d d a
↖ r . n æw b a ↖ d (by way) by a a w - ↖ d (2/3)
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↖ by ↖ ÿ a EGM;

(d) ~~man~~, ~~and~~ acc and HS æ B, y-bac O ~~ben~~ ~~c~~ d (and n ,
w ~~ed~~, w drawn) by 4:00 . n F C n Da (~~c~~ , c a ~~c~~
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a m , n n a a 90% HS æ d by Ind nd n HS æ d ;

() ƒan n by E c () wa ƒ ƒ C m any ƒ ƒ ƒ c
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Ta ƒ C d and () wa ƒ ƒ C m any' b a n m a a
c m arab ƒ A S ƒ d ƒ , nd ƒ R 14 Ta ƒ C d ;

() a n w SAFE n a n H S a B y - b a c O m a n n ,
c and c ;

(.) a n c any a, a n, c n n and a a (nc, d n a a n-nc) any. n n a a, a b d n a n H S æ B y-bac O (nc, d n n n a n) (a cab) a n b n b a n d and n a n n, c and c, a n n any a w a, a n n PRC and a n d c n; and

() 由 于 中 国 人 民 解 放 军 和 人 民 武 装 警 察 的 勇 敢 斗 争 和 牺 牲 奉 献 ， 中 国 人 民 解 放 军 和 人 民 武 装 警 察 在 中 国 人 民 解 放 战 争 中 立 下 了 不 朽 的 功 劳 。

LETTER FROM UBS

(a) HSBC BVI-bac O and a b and CIMC HK, and a c m arab AS and a b and CIMC Gr, , and a H S BVI-bac O and CIMC HK and/ c c m arab AS and CIMC Gr, , y w n acc HS BVI-bac O c c c m arab AS ;

(b) CIMC HK w a and HS d Ca M n and EGM, and CIMC Gr, w a and AS d Ca M n and EGM, and y w c y n a , , n b d a AS d Ca M n and EGM a n HS BVI-bac O and V n y W drawa L n ; and

(c) y w n d a n S d by m any c C m any w , C m any' w n c n n , ac, d n b n m d c a n , n , an n , m n any nc mbranc , , an n any d y any a ac n any S any c C m any d by m.

T CIMC Gr, and CIMC HK cab Und a n w m n a n da (.) w n HS BVI-bac O and V n y W drawa L n w drawn a d (.) w n HS BVI-bac O c n acc danc w m and c nd n , w c a a.

F a danc d , b , CIMC HK w n n , n b d a HS d Ca M n a n HS BVI-bac O and V n y W drawa L n .

G n a CIMC Gr, and CIMC HK a n d n CIMC Gr, and CIMC HK cab Und a n , HS BVI-bac O w n b and CIMC HK and a c m arab AS w b and CIMC Gr, . T C m any a a d E c a wa m , m n , nd R 14 Ta C d , and E c a an d , c wa a a La Rac cab Da .

Independent H Shareholder Irrevocable Undertakings

A a La Rac cab Da , Ind nd n IU S d d an a . a 80,143,000 HS (c n n a m y 55.16% a HS d by Ind nd n HS d , a m y 14.21% a HS n , and a m y 3.97% a , d a ca a C m any). P , an Ind nd n HS d cab Und a n , ac Ind nd n IU S d a cab y and , ac nd n a y , nd a n C m any a , m n . n :

(a) w acc HS BVI-bac O n c a HS and any c C m any d by ;

LETTER FROM UBS

- T Ind and n HS are drawn by cab Undrawn w. ~~undrawn~~ na n da (.)
w n HS are By-bac O and V, nary W drawa L n are w drawn are
a d (.) w n HS are By-bac O are c n acc andanc w ~~undrawn~~ and
c nd n, w c are are.

REASONS AND BENEFITS OF THE H SHARE BUY-BACK OFFER AND THE VOLUNTARY WITHDRAWAL OF LISTING

T B and b a H S ar B, y-bac O and V, n any W drawa
L na an an C many and S ar d a a w n w n.
ba :

LETTER FROM UBS

I, the Company, hereby certify with effect from the date of the above mentioned announcement and 3. Announcement in A and I, the Company, hereby certify with effect from the date of the above mentioned announcement and 3. R. 19.2. The Company hereby certifies that the H Share Buy-back Offer is a bona fide offer and is not a device to circumvent the provisions of the H Share Buy-back Offer. The Company hereby certifies that the H Share Buy-back Offer is a bona fide offer and is not a device to circumvent the provisions of the H Share Buy-back Offer.

In accordance with the provisions of the H Share Buy-back Offer, the Company hereby certifies that the H Share Buy-back Offer is a bona fide offer and is not a device to circumvent the provisions of the H Share Buy-back Offer. The Company hereby certifies that the H Share Buy-back Offer is a bona fide offer and is not a device to circumvent the provisions of the H Share Buy-back Offer.

No right of compulsory acquisition

The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code and the Share Buy-backs Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code and the Share Buy-backs Code) after the completion of the H Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced. In view of the implications on the H Shareholders who have not accepted the H Share Buy-back Offer upon the Final Closing Date, the Company will notify the relevant H Shareholders in writing by way of issuing an announcement in one (1) week prior to the Final Closing Date to remind the H Shareholders of the Final Closing Date and the implications if they choose not to accept the H Share Buy-back Offer.

There is no comparable provision to sections 705, 711 to 716 and 718 to 721 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under the laws of the PRC and the Independent H Shareholders have no rights under the laws of the PRC to compulsorily require the Company to buy-back the H Shares that are not tendered for acceptance pursuant to the H Share Buy-back Offer.

Shareholders should also note that if they do not agree to the terms of the H Share Buy-back Offer, they can vote against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the A Shareholders Class Meeting and/or the EGM (as the case may be). If more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders are voted against the H Share

LETTER FROM UBS

For a dance, b, b n c a w a H S a w d H S a n CCASS d c y a a n n a c a n d c y a a b a c c d a n a c a n , y , and acc m any n. F m Acc a n c H S a R a b y y d c y , acc a n c H S a B y-bac O a w b a d a n a d. T a , H S a c c a () and/ a n a c c () and/ a n y d c m n () (and/ a n y a a c y n d m n y n d m n a , d n c c) n c y H S a () / a n n a m a n m n c m a n y a n a m a n y a w a , y , a a a c a n a m n a d a b .

Procedures for voting

I y a H S a () a / a b n d d w y a c n d c a a (a a a d d a a n c a d a n b a n) a , CCASS and y , n a EGM and/ a H S a d C a M n (a a c a b) a a n d n a n , y , d n c y a c n d c a a (a a a d d a a n c a d a n b a n) n c n HKSCC N m n L m d n y b a n a b a d a n b y HKSCC N m n L m d. In a d a d a n b y HKSCC N m n L m d, y , d c c w y a c n d c a a (a a a d d a a n c a d a n b a n) a m n n c n y a n c n , and , b m y a n c n y a c n d c a a (a a a d d a a n c a d a n b a n) a a , d b y m .

I y a H S a () a / a b n d d w y a n a c a n ' a c c , n m a n a n d w CCASS, y , d a a y a n c n a CCASS P n S y m CCASS In a n S y m n a b a d a n b y HKSCC N m n L m d.

For a dance, b, y a w b n a d y , n n c n H S a R a b y y d c y. T a , y a H S a () a / a b n d d w y a c n d c a a (a a a d d a a n c a d a n b a n) a , CCASS, a d d w y a n a c a n ' a c c , n m a n a n d w CCASS, y , a a a c a n a m n a d a b .

SETTLEMENT

P a n R 20.1 T a a C d , a y m n n c a n c a c c a n c H S a B y-bac O a w b m a d n a a n n (7) B n D a y a a a d a n w c () H S a B y-bac O a b c m , a d c a d , n c n d n a n a a c , and () d y c m d a c c a n c H S a B y-bac O a n d a n d c m n O a S a n c , c a c c a n c a c c d b y a a C m a n y a n d a c , c a c c a n c c m a n d a d. R a n d c m n m b a c d b y H S a R a a a n d a c a c c a n c H S a B y-bac O a c m a n d a d. R m a n c n c H S a n d a d a c c a n c a n , b y C m a n y , n d a H S a B y-bac O a (a a , a a c a b , d d c n a ' a d a a m a d y a n a a m) w b d H S a d a b y a d n a y a a w a .

LETTER FROM UBS

I H S   Br  -bac O   d   n b c   , nc nd   na,   d c   n w b   ,  nd and/  n   ac   acc   n H S   d  (b   dn   a a H S   d ' w  ) n a   an   n (7) Br  n Day a   a H S   Br  -bac O  . In , c an   n, C   an  w   a an an n, nc   n   acc  danc w

Ta   C d . W   an  acc   n H S   d  a   n           an     c   () and n   an   n         c   ca () a / a b n c c d n a H S   d ' b a   n c   , a H S   d  w b n (b   dn   a   /  / w  ) , c   c   ca () n   ,   an   c   ().

N  ac   n   c n (HK\$) w b   ayab , and     n c n d a   n ayab a H S   d  w acc H S   Br  -bac O   w b   , nd d , n   c n (HK\$).

HONG KONG STAMP DUTY

T  ' H n K n ad a       d      n   c n c   n w   acc   anc H S   Br  -bac O   w b   ayab b    an H S   d  a a a 0.1%     ()     a,   an H S   acc   n H S   Br  -bac O  ;   () c n d a   n ayab b  C   an  n c     an acc   anc H S   Br  -bac O  , and w b d d c d         n ayab b  C   an    an H S   d  n acc   anc H S   Br  -bac O  .

T C   an  w   an       n  ' H n K n ad a       d    n b a   an H S   d  acc   n H S   Br  -bac O   and w   ay b   ' H n K n ad a       d      n c n c   n w   acc   anc H S   Br  -bac O   and   an   O   S   .

RESPONSIBILITY FOR DOCUMENTS

A c     n c a   n , n c , F   Acc   anc ,         ,   d c   n and     anc b d   d   n b ,       an  H S   d  w b d   d   n b , and       ,   d   na d a n , a     and n n C   an , UBS, H S   R     and S       an    c   d c     an      n   d n H S   Br  -bac O   acc   an  ab     an    an    ab   w a   w c     a a   , .

OVERSEAS H SHAREHOLDERS

T C   an  n nd   a H S   Br  -bac O   a a ab a H S   d  (  an CIMC G  , and   c n c    ), nc , d n O   a H S   d  . H w   , H S   Br  -bac O   n c   c   a c   an  nc    a d n PRC and   , b c   c d a and d c     ,     n H n K n w c     b d   n       d c n . T a a ab   H S   Br  -bac O   an  O   a H S   d      b a c d b  a   cab aw and   , a n   an   d c n   d nc . O   a H S   d '   c a   n

LETTER FROM UBS

an HS & B, y-bac O < may b , b c , and may b m d by, aw and < , a n < < c < d c n n c n c n w < < c a n n H S & B, y-bac O < O < a HS & d < and b n c a w < HS & w < c n , < d n < n a n a < a < d c n , d H n K n , d b < any a cab < a < < , a < y < , < m n and, w < n c < y, < w n a ad c n < c HS & B, y-bac O < .

I < < n b y O < a HS & d < and < a b n c a w < HS & w w < acc HS & B, y-bac O < a y m a , b < anc aw and < , a n < < an < d c n n c n c n w acc anc HS & B, y-bac O < (n c , d n b a n n any . < m n a < < c n n w c may b < , < d < c m anc w < < n c < y < m a and a y m n any < an < < < a d n < c < , c < d c n). Any acc anc HS & B, y-bac O < by any O < a HS & d < and < a b n c a w < HS & w b d m d c n , a < < n a n and w a n y < m , c O < a HS & d < < < a b n c a w < HS & , a a cab , C m any and UBS a a a cab c a w and < , < m n a b n b < d and c m d w . F < a danc d , b , n < H n K n S c < C < n C m any L m d n HKSCC N m n L m d w , < b , b c , any ab < < n a n and w a n y . O < a HS & d < and < a b n c a w < HS & , d c n , < < < n a ad < < n d , b .

T C m any, D < c < and < < ac n n c n c < w any m , UBS, S m y, HS & R < < , any < < c , m a b n c a w < , d < c < , < c , a n , ad < < and a c a and any < < n n d n HS & B, y-bac O < a b n d b , y nd m n d and d < m by , c < n < any a a , c < n may b < , < d ay . Acc anc by any O < a HS & d < and < a b n c a w < HS & w b d m d c n , a < < n a n and w a n y < m , c O < a HS & d < < < a b n c a w < HS & , a a cab , C m any and UBS a c a w and < , < m n a b n c m d w . O < a HS & d < and < a b n c a w < HS & , d c n , < < < n a ad < < n d , b .

A a La Rac cab Da , < w < n O < a HS & d < n HS & < < < m m b < C m any.

TAXATION ADVICE

HS & d < < < c m m d d c n , < w n < n a ad < < y < n any d , b a a a n m c a n acc n < c n HS & B, y-bac O < . N n C m any, D < c < , < < ac n n c n c < w any m , UBS, S m y, HS & R < < < any < < c , m a b n c a w < , d < c < , < c , a n < a c a < any < < n n d n HS & B, y-bac O < acc < n b y < any a a n c n , < ab , any < n a a < , < acc anc < < c n HS & B, y-bac O < .

LETTER FROM UBS

GENERAL

In connection with a certain agreement, your company was engaged to assist HSBC Bank (Hong Kong) Limited and Vantage World Limited. Your company, in any event, has not been engaged to assist in the same.

Your company advised that it had been engaged to assist in the same. Board, the company's management and the company's management. On December 1, 2007, and in connection with the same, the company's management was engaged to assist in the same.

ADDITIONAL INFORMATION

Your company was engaged to assist in the same. On December 1, 2007, the company's management and the company's management. The company's management was engaged to assist in the same.

Yours faithfully,
For and on behalf of
UBS AG
(acting through its Hong Kong Branch)
Samson Lo Jun Luo
Managing Director Managing Director

CIMC VEHIC

LETTER FROM THE BOARD

A b a n d m n. C m a n y w a d n 11 M a r c 2 0 2 4, w a b y B a d
 a d, a m n. a a a, a b c c m a n c w. T a a C d, S a
 B y-b a c C d a n d L n R, H S a B y-b a c O a b m a d b y-b a c
 a H S a n, a n d b y C I M C G, a n c a a. I
 H S a B y-b a c O b c m, n c n d n a n a a c, a H S a a c a d
 w b c a n c d a n d a a d c a a C m a n y w b a d c d a c c d a y, a n d
 C m a n y w a a n a c a n a n. H S a b w d r a w n a
 H n. K n. S c E c a n a n a c c d a n c w R, 6.15(2) L n R.

I H S α B γ -bac O α and b c m n e n a , r c H S α w c w b b , bac b γ C m any w b c a n c d , and n H S α C m any n H n K n S c E c a n w b w d r a w a α , a n T a α C d , S α B γ -bac C d and L n R . T H S α B γ -bac O α , w V , n a y W d r a w a L n , α , b c , m n C n d n a , n O α D c m n , n e , d n a n α , r c , n a α n H S α B γ -bac O α and V , n a y W d r a w a L n a E G M , H S α d α C a M n and A S α d α C a M n and m m m a d a c c a n c H S α B γ -bac O α b n α c d a m , n n a a 90% H S α d b γ I n d n n H S α d α . T D c α b H S α B γ -bac O α w b n b n α C m any and S α d α a a w .

Taxation of the company's HS and AS. The company will not be able to deduct AS as a company's ordinary and necessary business expense. AS is not a S corporation. A deduction by PRC is a deduction for the company, but the company is not a resident of the PRC and therefore cannot deduct AS as a company's ordinary and necessary business expense. PRC law and regulations.

Accord n. y, C m any a a d E c a wa a m
 a m n , and R 14 Ta C d nd a c m arab a A
 S a . T E c a a n d , c wa a a La Rac cab Da .

The following ODCMN codes apply, where applicable, (
data HS & B; y-bac O and V , n ary W drawa L .n (nc , d.n
c d m ab and HS & B; y-bac O and V , n ary W drawa
L .n); () a UBS; () a B ad ; () a ad c m
S m y n a n HS & B; y-bac O and V , n ary W drawa L .n ;
and () n a n a n G r , . w Fm Acc anc and y
EGM and HS & d C a M .

THE H SHARE BUY-BACK OFFER AND THE VOLUNTARY WITHDRAWAL OF LISTING

Pursuant to Article 3.5 Annex A of the CMAA Agreement, the Buyer has agreed to purchase from the Seller HK\$7.5 million worth of HSBC Bank plc ("HSBC") shares at a price of HK\$0.90 per share, subject to the terms and conditions set forth in the CMAA Agreement. The Seller has agreed to sell the HSBC shares to the Buyer through the CMAA Agent, who will act as the intermediary between the Seller and the Buyer. The CMAA Agent will also be responsible for ensuring that the transaction complies with all applicable laws and regulations.

The Seller has represented and warranted that it owns the HSBC shares free and clear of all liens, claims, and encumbrances, and that it has the right to sell the shares. The Buyer has represented and warranted that it has sufficient funds to purchase the shares and that it intends to hold the shares for investment purposes.

The CMAA Agent has conducted due diligence on the Seller and the HSBC shares, and has found no material issues. The CMAA Agent has also obtained legal advice regarding the transaction, and has concluded that the transaction is lawful and enforceable.

The Seller and the Buyer have each executed and delivered to the CMAA Agent a copy of the CMAA Agreement, which is hereby incorporated by reference into this Confirmation. This Confirmation constitutes the entire agreement between the Seller and the Buyer regarding the sale of the HSBC shares.

In witness whereof, the Seller and the Buyer have hereunto set their hands and seals, and the CMAA Agent has hereunto set its hand and seal, this [day] day of [Month], 20[Year].

Signed, sealed, and delivered:

Seller: _____
Buyer: _____
CMAA Agent: _____

A a La Rac cab Da , a 563,920,000 H S a (a a n n a a y 27.95% a , d a ca a C m any) and 1,453,680,000 A S a (a a n n a a y 72.05% a , d a ca a C m any) n , , C m any a n a , and n c , , n , was an d a w c a c n b n w c may c n any d () a , b b c , c n a c a n S a , a a n c (a d n d n N 4 R 22 Ta a C d).

33

T æ d.n. ab b w æ d.n. æ c, C æ any (.) a
 a La Rac cab Da ba d n , b c n æ æ a n a a ab C æ any a a
 La Rac cab Da ; and (.) æ æ d a ý, n c æ æ n H S æ B, ý-bac O æ,
 ba d n , b c n æ æ a n a a ab C æ any a a La Rac cab Da and
 a , æ n. a H S æ B, ý-bac O æ æ acc d n , and æ w b n æ c an.
 æ d n C æ any æ æ La Rac cab Da , æ c n.
 H S æ B, ý-bac O æ:

Notes:

- 35

and waive any Shareholder's rights (and the N-4 Rule 22 Takeover Code) Company. Now and hereafter, Shareholder by any record date shall not be entitled to exercise any Shareholder's rights.

The following are the reasons:

- (a) the member UBS Group Ltd. and the Shareholder's agreement and the board of directors;
- (b) the Shareholder's agreement with the member UBS Group Ltd. and the board of directors; the Shareholder's agreement with the member UBS Group Ltd. and the board of directors;
- (c) the Shareholder's agreement with the member UBS Group Ltd. and the board of directors; the Shareholder's agreement with the member UBS Group Ltd. and the board of directors; and
- (d) the Shareholder's agreement with the member UBS Group Ltd. and the board of directors.

11. The Shareholder's agreement, the board of directors and the member add, 100%.

Reasons for and benefits of the H Share Buy-backmemberS61.draw9(princvers)42865-2.5rty voS2gsBT2

LETTER FROM THE BOARD

(y) a a 75% a ac n a H S a d by
Ind nd n H S a d a a d n n a by a
H S a d C a M n ; and

(c) n $\mathfrak{ab}\mathfrak{c}$ \mathfrak{ca} (by way) by Ind \mathfrak{nd} n $\mathfrak{H}\mathfrak{S}\mathfrak{a}\mathfrak{c}$ $\mathfrak{d}\mathfrak{c}$
 \mathfrak{c} n and n \mathfrak{c} n \mathfrak{c} n \mathfrak{c} by \mathfrak{c} \mathfrak{y} \mathfrak{a} $\mathfrak{H}\mathfrak{S}\mathfrak{a}\mathfrak{c}$ $\mathfrak{d}\mathfrak{c}$ $\mathfrak{C}\mathfrak{a}$
 \mathfrak{M} n $\mathfrak{a}\mathfrak{a}\mathfrak{n}$ \mathfrak{c} n n \mathfrak{c} $\mathfrak{a}\mathfrak{n}$ 10% $\mathfrak{a}\mathfrak{a}\mathfrak{c}$ n
 \mathfrak{a} $\mathfrak{H}\mathfrak{S}\mathfrak{a}\mathfrak{c}$ \mathfrak{d} by Ind \mathfrak{nd} n $\mathfrak{H}\mathfrak{S}\mathfrak{a}\mathfrak{c}$ $\mathfrak{d}\mathfrak{c}$;

(b) a n. a n. b a AS d C a M n.
a n. H S B y-bac O and V n y W drawa L n.,
d d a n. b a d (by way) by a a w - d
(2/3) a ac n. a AS d by AS d a a
d n n n by y a AS d C a M n.;

(c) a \rightarrow n \rightarrow b \rightarrow d a EGM \rightarrow a \rightarrow n H S \rightarrow
 Br \rightarrow bac O \rightarrow and V \rightarrow n \rightarrow W \rightarrow drawa L \rightarrow n , \rightarrow d d a
 \rightarrow \rightarrow n \rightarrow b a \rightarrow d (by way) by a a w - \rightarrow d (2/3)
 a ac \rightarrow a S \rightarrow d by S \rightarrow d \rightarrow a \rightarrow d \rightarrow n \rightarrow n
 \rightarrow by \rightarrow a EGM;

(d) ~~man, m~~ a d acc anc HS ~~ac~~ B, y-bac O ~~ac~~ b n ~~ac~~ c d (and n ,
w ~~ac~~ ~~ac~~ d, w ~~ac~~ drawn) by 4:00 ~~ac~~ n F ~~ac~~ C n Da (~~ac~~ , c a ~~ac~~
~~ac~~ and da a C ~~ac~~ any ~~ac~~ , b c Ta ~~ac~~ C d , d c d)
a ~~ac~~ , n n a a 90% HS ~~ac~~ d by Ind nd a HS ~~ac~~ d ~~ac~~ ;

() can n by E c . () wa s C m any s c
c m anc w , s m n c m , y ac , H S æ a æ n
nd d acc anc , nd H S æ B y - bac O , nd R₂. 2.2(c)
Ta s C d and () wa s C m any' b a n ma a
c m æ ab A S æ d , nd R₂ 14 Ta s C d ;

() SAFE H S B y-bac O ,
 and c ;

(c) a n c a y a a a n , c n n and a a (n c , d n a a a n - n c) a n y . a n n a a a a a b d y n a n H S a B y - b a c O a (n c , d n a a a n) (a a b) a n b n b a n d and a a n n n , a c and c a , a n a n a n y a w a a a , a n n P R C and a a a n d c n ; and

() c m .anc by C m .any w . L .n R . , Ta C d ,
S a B y-bac C d and a , y aw H n K n and PRC a a
a cab H S a B y-bac O and V , n any W drawa L .n .

LETTER FROM THE BOARD

N n ab C nd n wa ab and a a La Rac cab Da ,
c n C nd n () and C nd n () ab n a , c a n a b n
c d, n n C nd n a b n , d.

[illegible]

In c C nd n () ab , C m many n awar any n c any
a a n, c n n and a a a any a n n a a a a, a a y b dy a, a d n
a a n H S a B y-bac O a a La Rac cab Da, a a d c d n
C nd n () and () ab .

[illegible]

P, an N 2 R, 30.1 Ta C d, C many, d n n
 any C nd n (an C nd n (d) ab) a ca H S æ B, y-bac
 O a, n c, m anc w c c n any, c
 C nd n æ m a a n can C many n c n H S æ B, y-bac
 O

Prav, an R 15.5 Ta C d, a a w_c C any can
d c a H S a B y-bac O a c ad a a acc anc 7:00 . n 60
day a a da O D c n n (. . 27 May 2024) (a a da w_c
E c a y c n n).

Acc anc HS a B y-bac O a w b cab and w n b ca ab
b n w drawn, c n c m anc w R 17 Ta a C d , w c d
a an acc a HS a B y-bac O a b n d w draw / / a
acc anc a a w n y- n (21) day a m 2 May 2024 (b n da a d a Fr
C n Da n O a D c m n), HS a B y-bac O a n by a b c m
, ac nd na a acc anc .

I C many, nab c myw, , , , n , n ara ad d, 3.
Announcement n A nd I O D c n, E c , may, , , , an
 R, 19.2 Ta C d a d O S a w a nd d
 acc anc H S a B, y-bac O , b ran d a w drawa n a a
 acc ab E c , n , , , n R, 19 Ta C d can b .

In , c ca , w n d O S a w draw acc anc (), C m any a , a n a b b n any n n a an n (7) B n Day a , , n by d nary a c ca () and/ an c () and/ d c n () (and/ any a ac y and m y and m c , d n c () d d w F m () Acc anc an d () O S a a / / w n .

UBS, $n_b = a$ C many and $n_c = a$ and w Ta \leftarrow C d and S \leftarrow
 B \leftarrow y-bac C d , a H S \leftarrow B \leftarrow y-bac O \leftarrow a \leftarrow a , a O \leftarrow
 D c \leftarrow a \leftarrow a w a \leftarrow b \leftarrow :

HK\$7.5 in cash

S, b, c H S a B, y-bac O a b c m n, nc nd na na a c, O a S a b ac, d a b, y ad and a a a Enc, mbranc, a w a a ac d a c, d a n a a da n w c H S a B, y-bac O a mad, nc, dn a c n, a d d nd and d a b n d c a d, any, a c d da w c a n a a da n w c H S a B, y-bac O a mad (a da d a c O D c, m n).

A HS α β -bac γ -bac δ and HS α β -bac γ -bac δ were banded and
 , b c HS α β -bac γ -bac δ b c m n , ac nd na na α c , n
 HS α n H n K n S c E c an w b w drawn. For a danc d , b ,
 HS α d by CIMC G , and c nc α α n , b c HS α
 β -bac γ -bac δ and α α w n b banded, n HS α β -bac γ -bac δ b c m n
 , ac nd na na α c . T HS α d by CIMC G , and c nc α α w
 b c m , n d HS α , and w n b α c a d a AS α α d m c α
 C m any α b d n α c c an .

For and a . and . H S a B, y-bac O , anc, d.n. and c d-
acc anc H S a B, y-bac O a , n, *Further Terms and Procedures*
for Acceptance of the H Share Buy-back Offer, a , n A and I O c d n
and acc m any n F m Acc anc .

A _____ d a a H S æ (_____ an _____ d by CIMC Gr _____ and _____ c æ c æ _____) w _____ b b _____ -bac _____ and _____ H S æ B _____ y-bac O _____ æ _____ n _____ æ _____ a _____ n _____ æ _____ d d _____ æ _____ c d _____ w _____ b a _____ cab _____ H S æ B _____ y-bac O _____ æ _____.

Comparison with the Offer Price

The Offer Price is HK\$7.5 per H Shares.

- (a) a 3.45% discount on the Offer Price of HK\$7.5 per H Shares is HK\$7.25 per H Shares; and
- (b) a 4.90% discount on the Offer Price of HK\$7.5 per H Shares is HK\$7.15 per H Shares; and
- (c) a 16.46% discount on the Offer Price of HK\$7.5 per H Shares is HK\$6.44 per H Shares; and
- (d) a 17.92% discount on the Offer Price of HK\$7.5 per H Shares is HK\$6.36 per H Shares; and
- (e) a 20.97% discount on the Offer Price of HK\$7.5 per H Shares is HK\$6.20 per H Shares; and
- (f) a 25.42% discount on the Offer Price of HK\$7.5 per H Shares is HK\$5.98 per H Shares; and
- (g) a 19.05% discount on the Offer Price of HK\$7.5 per H Shares is HK\$6.30 per H Shares; and
- (h) a 15.92% discount on the Offer Price of HK\$7.5 per H Shares is HK\$6.47 per H Shares; and
- (i) a 6.95% discount on the Offer Price of HK\$7.5 per H Shares is HK\$7.00 per H Shares; and

LETTER FROM THE BOARD

As disclosed in our annual report, the Company's net asset value per share as at the end of 31 December 2023 was increased by a percentage of 7.38% from RMB1.22 to RMB1.31.

Net asset value per Share

Based on the audited financial statements of the Company and the consolidated financial statements of HSBC Bank (China) Limited as at 31 December 2023, the net asset value per share of the Company as at 31 December 2023 was increased by a percentage of 0.27% from RMB7.34 to RMB7.36.

The Company's net asset value per share increased from RMB7.34 to RMB7.36, an increase of 0.27%, or 0.37%, from the end of 31 December 2022. The increase is mainly due to the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries, as well as the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries, as well as the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries.

Liabilities and Working Capital

The Company's total liabilities as at 31 December 2023 were RMB1,046,535,000, an increase of 0.01% from RMB1,046,535,000 at the end of 31 December 2022. The increase is mainly due to the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries, as well as the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries.

The Company's working capital as at 31 December 2023 was RMB14,808,858,000, an increase of 7.07% from RMB13,762,323,000 at the end of 31 December 2022. The increase is mainly due to the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries, as well as the increase in the net asset value per share of the Company's subsidiaries, HSBC Bank (China) Limited and HSBC Bank (China) Limited's subsidiaries.

For more details, please refer to *Appendix III – Unaudited Pro Forma Financial Information of the Group*.

INTENTION OF THE COMPANY

The Company and the buy-back agent HSBC Bank (China) Limited by CIMC Group and its subsidiaries, and will draw down the H Shares from the HK Stock Exchange, and the H Share Buy-back Offer. The Company and the agent will also, as the ASX listed Securities Company, the H Share Buy-back Offer will not, in accordance with the Company will not maintain the Target Cost.

In the event the Company, as a listed company, (i) Group, will continue to carry on its business; (ii) Company will not do any major change in business; Group, (including any subsidiary and Group,) will not be able to; and (iii) Company will maintain any business can continue to maintain the Group, as a result, the Company will not H Share Buy-back Offer to Vary Withdrawal Limit.

WITHDRAWAL OF LISTING OF THE H SHARES

The H Share Buy-back Offer will cancel all H Shares held by the Company and its subsidiaries and will be held by the Company, and the agent, as a result, the agent, and the Target Cost. Under the H Share Buy-back Offer, the agent, the Company will maintain the agent, the H Shares will be withdrawn from the HK Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules.

H Shares will be withdrawn by way of an announcement, a day after the H Shares and the agent will be withdrawn from the H Shares from the HK Stock Exchange will be cancelled.

No right of compulsory acquisition

The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares

upon the Final Closing Date, the Company will notify the relevant H Shareholders in writing by way of issuing an announcement in one (1) week prior to the Final Closing Date to remind the H Shareholders of the Final Closing Date and the implications if they choose not to accept the H Share Buy-back Offer.

Shareholders should also note that if they do not agree to the terms of the H Share Buy-back Offer, they can vote against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the A Shareholders Class Meeting and/or the EGM (as the case may be). If more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders are voted against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the H Share Buy-back Offer would lapse and the H Shares would remain listed on the Hong Kong Stock Exchange.

T n c c n n n. EGM and H S a d C a M n. a r n
a V-1 V-2 and VI-1 VI-2 O D c m n R r n n c H
S a B y-bac O a and V n a y W d r a w a L n w b a d a EGM,
A S a d C a M n. and H S a d C a M n.

A a La Prac cab Da , C m any a 563,920,000 H S a n , and
n H S a a d by D c a d a a n n c a c a w any D c a
and C m any a an CIMC HK, M. L. G. n and M. Ma Y a d c d n

c. n. add, *Shareholding structure of the Company*, ab. . Acc. d. n. y, a. H
 S. a. d. s, s. an CIMC HK, Mr. L. G. n. and M. Ma. Y., a. c. n. d. s. d. a.
 Ind. d. n. H S. a. d. s. n. s. c. H S. a. B. y-bac O. s. and V. n. a. y.
 W. d. r. a. w. a. L. n. . E. c. s. CIMC HK, Mr. L. G. n. and M. Ma. Y. w. a. a. b. a. n.
 s. a. n. n. s. c. s, n. b. s. d. a. H S. a. d. s. C. a. M. n. .
 s. a. s. n. H S. a. B. y-bac O. s. and V. n. a. y. W. d. r. a. w. a. L. n. , a. s. H
 S. a. d. s. a. s. b. a. H S. a. d. s. C. a. M. n. . F. a. d. a. n. c.
 d. b, ac. CIMC HK, Mr. L. G. n. and M. Ma. Y. s. b. n. s. c.
 s, n. s. an s, n. a. s. n. H S. a. B. y-bac O. s. and V. n. a. y.
 W. d. r. a. w. a. L. n. a. H S. a. d. s. C. a. M. n. .

Practically, an accurate calculation of many, especially EGM and HS and CaM, will be essential. Based, Mr. Ma Ban, on the Decree of the Communist Party of Taiwan and the 3.3 S&B by-baccard, a detailed description of the actual conditions will be necessary and the Decree of the Communist Party of Taiwan and the HS and B&B O and V, namely, W. Law, and the Decree of the Communist Party of Taiwan and EGM and HS and CaM. Therefore, especially EGM and HS and CaM, a EGM and HS and CaM, a / and the national system will be.

S æ d ɹ w ʌ n d a ʌ n a ɹ y a n d EGM and H S æ d ɹ C a M ʌ n a c ɹ and ɹ ɹ ɹ y n a c c ɹ d a n c w ʌ n ɹ c ɹ n ɹ n d ɹ n. F ɹ H S æ d ɹ, ɹ ɹ ɹ y ɹ d b ɹ ɹ n d ɹ c H S æ R ɹ ɹ ɹ, C ɹ, ɹ æ H n. K n. In ɹ S ɹ c L ɹ d a 17 M F ɹ, H w C n ɹ, 183 Q ɹ n' R a d E a, W a n C a, H n. K n. ɹ ɹ ɹ ɹ d ɹ c C ɹ a n y ʌ n P R C a N. 2 G a n w a n A n ɹ, S ɹ, N a n a n D ɹ c, S n n, G a n d n, P R C ʌ n ɹ n ɹ b y ʌ n a n 24 ɹ b ɹ ɹ ɹ d ɹ d n. EGM and H S æ d ɹ C a M ʌ n ɹ a n y a d ɹ n d ɹ ɹ n. ɹ.

LETTER FROM THE BOARD

PROCEDURES IN DEMANDING A POLL

Pursuant to Rule 13.39(4) of the Listing Rules, a Shareholder may demand a poll by giving written notice to the Chairman, not less than 14 days before the date of the meeting, and the Chairman must, if so required, call a Shareholders' Meeting to consider the demand. The Chairman must, if so required, call a Shareholders' Meeting to consider the demand. The Chairman must, if so required, call a Shareholders' Meeting to consider the demand.

In compliance with the Listing Rules 2.9, the Board, the Chairman and the Company's Secretary, the Company will call a Shareholders' Meeting to consider the demand.

On the day of the Shareholders' Meeting, the Chairman will, if so required, call a Shareholders' Meeting to consider the demand. The Chairman will, if so required, call a Shareholders' Meeting to consider the demand.

ADDITIONAL INFORMATION

The Chairman will, if so required, call a Shareholders' Meeting to consider the demand. The Chairman will, if so required, call a Shareholders' Meeting to consider the demand.

LETTER FROM THE BOARD

RECOMMENDATION

The Director was informed that HSBC BNY-bac O and V, nary W drawa L n a a and a nab and b n C many and S a d a a w .

Y a n n drawn , *Letter from Somerley*, a , n a 49 86 O D c m n , w c c n a n , a m n , a d c n a n HSBC BNY-bac O and V, nary W drawa L n and a n c a a c c n d d by m n a c c m m a d a n .

FURTHER INFORMATION

Y a n n a drawn add n a n a n , n a n d c O D c m n .

Y a , y,
By d B a d
CIMC Vehicles (Group) Co., Ltd.
Li Guiping
Executive Director

The following is the full text of a letter of advice from Somerley Capital Limited prepared for the purpose of inclusion in this Offer Document, setting out its advice to the Independent H Shareholders in respect of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing.



LETTER FROM SOMERLEY

[illegible]

W a n c n d d a a n m c a n a a n m c a n n
 Ind n d n H S a d a c c a n c H S a B y-bac O a n c a
 a c a a n d d a c c a n c . In a c a , Ind n d n H S a d w
 a O a H S a d a b c a a a n a a a a n n
 c d a n , d c n d a w a a n and b a a cab a a
 a a a a n and, a n a n y d , b , d c n , a w a a n a d a

PRINCIPAL FACTORS AND REASONS CONSIDERED

In 1999, a new research and development centre, HS&B, by-bac O and V, namely W. draw a line, w a a n n acc , n w n ac a ac and a n :

1. Information on the Group

T C many a n c c many nc s a d n PRC w m d ab y and
H S a a d n Ma n B a d H n K n S c E c a n and A S a
a d n C N Ma S n n S c E c a n . T C many w d'
ad n ca d ma n ac n m a s and ca y c , a n n
- , a y d m n s ad s n s , m n n C na, and an s s and
n a s n n w n s y ca y c n C na.

LETTER FROM SOMERLEY

FY2022

Our basic earnings, which included ordinary earnings and an earnings, were increased by contributions. Our earnings in FY2021 were 55% of FY2021 77% in FY2022 were an increase of 11.23% in FY2021 13.80% in FY2022. As a result of the management, we have made a significant contribution to the company's earnings and contributed to the company's earnings and contributed to the company's earnings.

The contribution of the company's earnings and earnings, which contributed to the company's earnings in FY2021, increased 10% in FY2022, mainly due to the company's earnings in FY2022; and the company's earnings in FY2022; and the company's earnings in FY2022. For example, the company's earnings in FY2022, which were 6.71% in FY2021 3.71% in FY2022. The company's earnings in FY2022 were mainly due to the company's earnings and contributed to the company's earnings.

FY2023

The contribution of the company's earnings and earnings, which contributed to the company's earnings in FY2023. The company's earnings in FY2023, which were 13.80% in FY2022 21.36% in FY2023, mainly due to the company's earnings in FY2023; and the company's earnings in FY2023; and the company's earnings in FY2023. The company's earnings in FY2023, which were 3.71% in FY2022 4.16% in FY2023, mainly due to the company's earnings and contributed to the company's earnings.

b. Net profit attributable to Shareholders

The company's net profit attributable to shareholders was 24.11% of the company's earnings in FY2022 of RMB1,118.0 million in FY2021. The company's earnings in FY2022, which were 13.80% in FY2022 21.36% in FY2023, mainly due to the company's earnings in FY2023; and the company's earnings in FY2023; and the company's earnings in FY2023. The company's earnings in FY2023, which were 3.71% in FY2022 4.16% in FY2023, mainly due to the company's earnings and contributed to the company's earnings.

LETTER FROM SOMERLEY

Cum aud FY2022, Gr, ' n a ab S d ac d a , b an a y a- n y a n a 119.66% n FY2023 a a RMB2,455.7 m , man y d () Gr, ' n b n a n N A m a and , nd b n a w and m d a b y n a a m ; and () n - n a c n a n (a d d c n a m a) RMB847.97 m n m d a S n n CIMC V c C ., L d. (Shenzhen Vehicle). A a n d d c d n a c n a n a (a a) m d a n n- c n a and n - m , y n m n and c (a a) n c d n a a w c w m a n y a c a d w d a S n n V c , Gr, ' ad, d n a a b ab S d a wa RMB1,605.9 m , a n n a y a- n y a n a 68.79%.

c. *Dividend*

A d n FY2022 Ann a R , d d nd b d , d by C m any ac y a b b w n 40% and 60% n a b ab S a d a , ca y a , b c a n aw and a n PRC and H n K n and C m any' a c a c a n. F a a , a a n d b n cy and a d a n a n a y a , w c a , a a d b d n ca a n a y a a n A S a C m any (. . 8 J y 2021) a n b a n 30% a a a n a d b ab a a y a , wa a a a a a a a a d n 22 J n 2022.

T C many d e a d a c a d d n d RMB0.3 S a r n a d d n a n a d d n d FY2021. D d n d FY2021 and FY2022 a m , n d RMB0.5 S a r and RMB0.3 S a r c e y , a c c , n n 78.1% and 62.5% b a c a n n S a r n y a r c d n c e y a . A , n S a B a r d , a a L a R a c c a b D a , C m a n y c n a () a n d c a r d a n y d d n d w c e n y a d a n d () d n a a n y n n n d c a r a y a n y , r d d n d m a d s b r n S a and n c , d n F n a C n D a . A a r , n d d n d a b n d c a r d FY2023.

and U.S. Navy, the submarine force will continue to expand and modernize, including the acquisition of new submarines and the development of new technologies. The U.S. Navy is also investing in the development of new technologies, including artificial intelligence, cyber, and space, to maintain its technological edge and ensure its ability to operate in the future.

According to the U.S. Navy, the U.S. Navy's 2023 Naval Force Structure and Shipbuilding Plan, the U.S. Navy's shipbuilding program for 2023 was 40.34 billion dollars, an increase of 8.7% from 2022. Shipbuilding is a key part of the U.S. Navy's strategy to maintain its technological edge and ensure its ability to operate in the future. The U.S. Navy is also investing in the development of new technologies, including artificial intelligence, cyber, and space, to maintain its technological edge and ensure its ability to operate in the future.

Comments

The U.S. Navy's shipbuilding program for 2023 was 40.34 billion dollars, an increase of 8.7% from 2022. Shipbuilding is a key part of the U.S. Navy's strategy to maintain its technological edge and ensure its ability to operate in the future. The U.S. Navy is also investing in the development of new technologies, including artificial intelligence, cyber, and space, to maintain its technological edge and ensure its ability to operate in the future. The U.S. Navy's shipbuilding program for 2023 was 40.34 billion dollars, an increase of 8.7% from 2022. Shipbuilding is a key part of the U.S. Navy's strategy to maintain its technological edge and ensure its ability to operate in the future. The U.S. Navy is also investing in the development of new technologies, including artificial intelligence, cyber, and space, to maintain its technological edge and ensure its ability to operate in the future.

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Ma C di i f he H Sha e B -bac Offe a d he V a Wi hd a a f
Li i g

(a) a n , n b d a H S æ d C a
M n a n H S æ B y-bac O and V , n æ y
W drawa L n , d d a :

(...) *an* *ab* *ca* (by way) *by* *Ind* *and* *n* *H*
S *æ* *d* *n* *and* *n* *n* *by* *y* *a* *H*
S *æ* *d* *C* *a* *M* *n* *a* *a* *n* *n* *n* *æ* *n* *æ* *an* 10%
a *ac* *n* *a* *H* *S* *æ* *d* *by* *Ind* *and* *n* *H*
S *æ* *d* ;

(c) a .n ← r . n b ← d a EGM ← a ← . n H
S æ B y - bac O ← and V , n æ y W drawa L . n , ← d d a
← r . n æ b a ← d (by way) by a a w - ← d (2/3)
 a ac .n a S æ d by S æ d ← a æ d
← . n ← n b y ← y a EGM; and

For the data on the number of children and the number of children under 18, the data are from the 2000 Census of the United States.

[illegible][illegible]

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LETTER FROM SOMERLEY

According to the Offer Price of HK\$7.50, the H Shares will be underwritten by the H Shares, at a price of:

TABLE 5: H SHARE PRICE COMPARISON

	Closing price or average closing price of the H Shares	Premium represented by the Offer Price
Last Trading Day	HK\$6.44	16.46%
5 trading day ^(N)	HK\$6.36	17.92%
10 trading day ^(N)	HK\$6.20	20.97%
30 trading day ^(N)	HK\$5.98	25.42%
60 trading day ^(N)	HK\$6.30	19.05%
90 trading day ^(N)	HK\$6.47	15.92%
Last Practical Date	HK\$7.25	3.45%

Source: Bloomberg and the Hong Kong Stock Exchange website

Note: Underwritten by Last Trading Day.

The Offer Price of HK\$7.50 is 15.92% above the closing price of the H Shares on the Last Trading Day and 3.45% above the closing price of the H Shares on the 5, 10, 30, 60 and 90 trading day (underwritten by Last Trading Day) by the underwriter. On the Last Practical Date, the Offer Price is 3.45% above the closing price of the H Shares. We would like to state that the H Shares will be underwritten by the underwriter at a price of HK\$7.00, which is 3.7% above the closing price of the H Shares on the Last Practical Date and 3.5% above the closing price of the H Shares on the 5, 10, 30, 60 and 90 trading day (underwritten by Last Trading Day).

LETTER FROM SOMERLEY

(b) *Trading liquidity*

Somerley was named a trading partner of HSBC and Citicorp, the two largest trading partners of HSBC and Citicorp, based on the number of transactions. The following table shows:

TABLE 6: TRADING LIQUIDITY OF THE H SHARES

	Monthly total trading volume of the H Shares	Percentage of the monthly total trading volume of the H Shares to the total issued H Shares (Note 1)	Percentage of the monthly total trading volume of the H Shares to H Share public float (Note 2)
2021			
January	34,959,856	6.20%	12.53%
February	6,157,461	1.09%	2.21%
March	10,646,912	1.89%	3.82%
April	11,153,493	1.98%	4.00%
May	7,378,761	1.31%	2.65%
June	17,559,443	3.11%	6.30%
July	8,682,494	1.54%	3.11%
August	7,846,920	1.39%	2.81%
September	121,713,500	21.58%	68.23%
October	10,061,920	1.78%	5.64%
November	7,655,805	1.36%	4.31%
December	30,011,500	5.32%	17.35%
2022			
January	2,064,000	0.37%	1.20%
February	1,653,509	0.29%	0.96%
March	1,210,123	0.21%	0.70%
April	19,586,046	3.47%	11.35%
May	9,945,632	1.76%	5.88%
June	7,302,282	1.29%	4.37%
July	980,763	0.17%	0.59%
August	752,100	0.13%	0.45%
September	1,170,582	0.21%	0.70%
October	1,273,989	0.23%	0.76%
November	1,943,000	0.34%	1.16%
December	9,737,600	1.73%	6.06%

LETTER FROM SOMERLEY

	Monthly total trading volume of the H Shares	Percentage of the monthly total trading volume of the H Shares to the total issued H Shares (Note 1)	Percentage of the monthly total trading volume of the H Shares to H Share public float (Note 2)
2023			
January	17,347,000	3.08%	11.82%
February	4,784,500	0.85%	3.26%
March	17,457,100	3.10%	11.90%
April	42,099,309	7.47%	28.69%
May	24,685,564	4.38%	16.82%
June	16,351,500	2.90%	11.14%
July	39,205,762	6.95%	26.72%
August	22,373,894	3.97%	15.25%
September	20,095,679	3.56%	13.70%
October	18,187,000	3.23%	12.40%
November ^(Note 3)	40,132,516	7.12%	27.35%
December	17,219,191	3.05%	11.74%
2024			
January	7,813,744	1.39%	5.33%
February	5,391,000	0.96%	3.67%
March			
(Interim and final dividend payment)			
La Bascabe			
December	24,453,500	4.34%	16.67%

Source: Bloomberg and the Hong Kong Stock Exchange website

Notes:

- (1) T ca c a n b a d n m n y a a d n , m H S a d d d b y a n m b H S a n , a a n d a c m n La P r a c c a b D a , a a c a b .
- (2) T ca c a n b a d n m n y a a d n , m H S a d d d b y a n m b H S a d d b y , b c a a n d a c m n La P r a c c a b D a b a d n n m a n a d d b y C m a n y , a a c a b .
- (3) T r a d n n H S a w a , n d d n 28 N m b 2023.

(c) Premium/(discount) of the H Share price over/to the NAV per Share

In a ... and ... a ... ab ... n ... O ... R ... c ... w ... a w ... d ... a n ... ab ... b ... w ... H S ... c ... , NAV ... S ... and ... (d ... c ... , n ...) H S ... c ... / ... (...) NAV ... S ... (ba ... d ... n ... , ... c ... y ... n ... and ann ... a ... , ann ... nc ... n ... and ... n ... y ... (... n ...) n a ... n ... y ... ba ... d ... n ... R ... w ... P ... d ...

TABLE 7: PREMIUM/(DISCOUNT) OF THE H SHARE PRICE OVER/TO THE NAV PER SHARE

	2021				2022				2023				2024			
	H Share price HK\$	NAV per share ⁽²⁾⁽³⁾ HK\$	Premium/ (Discount) of H Share price over/(to) NAV per Share		H Share price HK\$	NAV per share ⁽²⁾⁽³⁾ HK\$	Premium/ (Discount) of H Share price over/(to) NAV per Share		H Share price HK\$	NAV per share ⁽²⁾⁽³⁾ HK\$	Premium/ (Discount) of H Share price over/(to) NAV per Share		H Share price HK\$	NAV per share ⁽²⁾⁽³⁾ HK\$	Premium/ (Discount) of H Share price over/(to) NAV per Share	
Jan ...	6.94-8.34	5.93	17.0%-40.6%		5.83-6.60	6.97	(16.3)%-(5.2)%		4.79-5.25	6.61	(27.6)%-(20.6)%		6.86-6.96	7.78	(11.8)%-(10.5)%	
Feb ...	6.95-7.40	5.93	17.2%-24.8%		5.58-6.05	6.97	(19.9)%-(13.1)%		5.06-5.41	6.61	(23.5)%-(18.2)%		6.85-6.94	7.78	(11.9)%-(10.8)%	
Mar ... ⁽¹⁾	5.79-7.00	6.73	(11.4)%-18.0%		4.70-5.65	7.13	(32.5)%-(18.9)%		5.93-6.94	7.09	(16.3)%-4.9%		6.88-7.35	8.06	(11.6)%-(5.5)%	
Apr ...	6.26-6.57	6.73	(6.9)%-(2.3)%		4.34-6.08	6.99	(37.9)%-(14.7)%		6.25-8.70	7.43	(11.9)%-22.6%					
May ...	6.05-7.03	6.73	(10.1)%-4.5%		4.40- 5.30	6.99	(37.1)%-(24.2)%		5.77-8.75	7.43	(22.3)%-17.8%					
Jun ...	6.80-8.18	6.73	1.1%-21.6%		5.08-6.05	6.99	(27.4)%-(13.5)%		5.75-6.80	7.43	(22.6)%-(8.5)%					
Jul ...	5.57-7.84	6.73	(17.2)%-16.5%		5.03-5.53	6.99	(28.1)%-(20.9)%		7.00-7.79	7.43	(5.8)%-4.8%					
Aug ...	6.18-6.97	6.31	(8.1)%-10.4%		4.76-5.06	6.83	(31.9)%-(26.2)%		5.98-7.80	7.63	(21.6)%-5.0%					
Sep ...	6.10-7.10	6.31	(3.4)%-12.4%		4.93-5.15	6.83	(27.8)%-(24.6)%		6.35-6.98	7.63	(16.8)%-(8.5)%					
Oct ...	5.25-6.15	6.97	(24.6)%-(2.6)%		4.75-5.15	6.61	(30.5)%-(24.1)%		5.67-6.68	7.78	(27.1)%-(12.4)%					
Nov ...	4.81-5.26	6.97	(30.9)%-(24.5)%		4.76-5.10	6.61	(28.0)%-(22.9)%		5.48-6.90	7.78	(29.5)%-(11.3)%					
Dec ...	5.34-6.87	6.97	(23.3)%-(1.4)%		4.65-5.25	6.61	(29.7)%-(20.6)%		6.81-6.94	7.78	(12.4)%-(10.8)%					

Notes:

1. U ... and ... nc ... , d ... n ... La ... R ... ac ... cab ... Da ... M ... arc ... 2024.
2. I ... c ... NAV ... S ... a ... a ... and ... c ... n ... and ... c ... n ... d ... HK\$ ba ... d ... n ... a ... a ... c ... RMB ... c ... an ... a ... c ... M ... b ... n ... day ... M ... d ... a ... y ... c ... d ... n ... and ... w ... n ... c ... d ... nd ... c ... nc ... n ... NAV ... S ... a ... ann ... nc ... d ... by ... H ... n ... K ... n ... M ... n ... a ... y ... A ... c ... y ...
3. T ... C ... any ... c ... NAV ... S ... a ... by way ... n ... c ... M ... and ... na ... c ... , ann ... nc ... M ... n ... nc ... , and ... a ... c ... y ... c ... , ann ... nc ... M ... n ... n ... add ... n ... n ... c ... M ... / ... na ... c ... , ann ... nc ... M ... n ... nc ... Oc ... b ... 2021.

[illegible]

T O R c HK\$7.5 H S a n a m , a m a y
17.55% C m any' IPO c HK\$6.38 and m , ab , 15.92%
25.42% c n c H S a n La Trad.n Day and a ca
c n c H S a 5, 10, 30, 60 and 90 rad.n day (and nc, d n
La Trad.n Day) b a R 3.7 Ann , nc m n . Fr m ,
O R c HK\$7.5 a b n c n c H a n 746
rad.n day , a a 794 rad.n day d n R w P d.T H S a
c n c c , d b n , nc d by G r , ' b n manc m m and
ac , n ac a d nc d by , n w n rad c c n m d by
Un d Sa n 2021 and b , ad a n - d a l a n a d c d ab .
T , c a H S a mad by CIMC G r , (c n n . S a d c
C m any) d n R w P d , w , m d a m d m ac n H
S a c . T O R c 5.8% c an NAV S a a 31 D c mb
2022 b , b w NAV S a c nc G r , c c d d a n - a n a n
m d a S n n V c and c n b n manc n N
Am ca Br n n c , a c 2023 c a c . N c , d c , n
c n d by O R c a NAV S a n a w an
c n c H S a n a m a y rad.n day d n R w
P d.T C m any' A S a c n c a away c n d m , m c
H S a c n c . A a c c c , w a c m , d m d H S a
a , ba d n a n m , m c n d by A S a c c H S a
c b c a R 3.7 Ann , nc m n and c n a ca c n c
A S a and n d a O R c c an m d H S a , . On
ab ba , H S a B y-bac O c c d a d c , n y c
S a d w a , n c c c G r , a a d ca

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LETTER FROM SOMERLEY

Company (stock code)	Place of listing	PER ⁽¹⁾ (times)	PBR ⁽²⁾ (times)
	Highest	7.29	1.83
	Lowest	4.34	0.60
	Average	5.38	1.11
	Median	4.51	0.91
<i>Secondary Comparable Companies:</i>			
Sun Hung (H.K.) Limited (3808.HK)	H.K.	14.31	1.10
Dragonair Limited (489.HK)	H.K.	4.72	0.18
Greenland Air Limited (2238.HK & 601238.SH)	H.K. and PRC	7.27	0.31
Great Wall Motor Company Limited (2333.HK & 601633.SH)	H.K. and PRC	22.70	1.47
Geely Automobile Holdings Limited (175.HK)	H.K.	15.84	1.04
BAIC Motor Corporation Limited (1958.HK)	H.K.	5.85	0.31
	Highest	22.70	1.47
	Lowest	4.72	0.18
	Average	11.78	0.74
	Median	10.79	0.68
<i>Primary and Secondary Comparable Companies:</i>			
	Highest	22.70	1.83
	Lowest	4.34	0.18
	Average	9.65	0.86
	Median	7.27	0.91
The Company (1839.HK & 301039.SZ) based on the Offer Price of HK\$7.5	Hong Kong and PRC	8.66 ⁽⁴⁾⁽⁵⁾	0.94 ⁽⁵⁾

Source: The List, Bloomberg, the websites of the Comparable Companies and the Hong Kong Stock Exchange

Notes:

1. The PER of the Comparable Companies and Company are calculated based on the latest available financial data. The data used is for the 12-month period ended 30 June 2023/FY2023 as disclosed in the annual reports of the companies.

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2. T PER PBR C M arab C M an and C M any a c a d b a d n a c a c a a a n a a La Trad n Day d d d by c n a a b ab d a a n c d M c a , b d n a n c a a , .
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TABLE 10: PRIVATISATION PRECEDENTS

Date of initial announcement ⁽²⁾	Company name (stock code)	Premium or (discount) represented by offer/cancellation price over/to closing share price/average share price on/over ⁽¹⁾					Premium or (discount) represented by offer/cancellation price over/to latest NAV per share/adjusted NAV per share ⁽⁵⁾
		Last full trading day ⁽³⁾	5-trading day ⁽⁴⁾	10-trading day ⁽⁴⁾	30-trading day ⁽⁴⁾	60-trading day ⁽⁴⁾	90-trading day ⁽⁴⁾
14 Dec 2023	Shanghai Electric Group Ltd (1297)	29.4%	30.4%	31.2%	31.1%	22.5%	15.0% (78.9)%
4 Dec 2023	Wuxi Taiping Chemical Industry Ltd (2698)	104.7%	104.9%	102.7%	111.1%	142.9%	147.5% (78.3)%
6 Oct 2023	Hainan International Sailing Group Ltd (665)	114.1%	111.1%	108.2%	126.5%	122.2%	124.5% (39.3)%
6 Oct 2023	Pan China Gas Ltd (1989)	(1.1)%	0.7%	0.9%	1.5%	8.9%	22.9% (7.9)%
15 Sep 2023	Lanzhou Petrochemical Hdn Ltd (503)	26.8%	24.1%	22.5%	20.0%	15.4%	20.8% 22.1%
1 Sep 2023	CST Group Ltd (985)	61.3%	24.4%	21.4%	36.6%	(1.4)%	(14.9)% (60.7)%
27 Jan 2023	Danfoss Ltd (3799)	37.9%	36.4%	39.4%	30.2%	21.8%	18.7% 151.7%
27 Jan 2023	Pingdingshan Coal Industry Ltd (3636)	77.6%	112.5%	125.2%	133.1%	129.8%	129.0% (30.9)%

LETTER FROM SOMERLEY

Date of initial announcement ⁽²⁾	Company name (stock code)	Premium or (discount) represented by offer/cancellation price over/to closing share price/average share price on/over ⁽¹⁾					Premium or (discount) represented by offer/cancellation price over/to latest NAV per share/adjusted NAV per share ⁽⁵⁾
		Last full trading day ⁽³⁾	5-trading day ⁽⁴⁾	10-trading day ⁽⁴⁾	30-trading day ⁽⁴⁾	60-trading day ⁽⁴⁾	90-trading day ⁽⁴⁾
23 J.n 2023	Y.n.n. Adanc d Ma a C.m any L.m d (3608)	58.7%	55.8%	61.0%	52.9%	38.5%	34.4% (46.5)%
11 J.n 2023	Ma n G, H d.n L.m d (273)	20.7%	20.7%	19.4%		16.2%	12.7% (60.1)%
28 May 2023	G d n Ea R a G, L.m d (3308)	63.4%	66.6%	61.5%	55.3%	49.9%	54.6% (47.4)%
8 May 2023	Ha an H d.n L.m d (2278)	5.0%	5.0%	5.0%	5.0%	5.0%	8.7% (60.2)%
29 Mar 2023	Ind a M n a Y a C a C., L.d. (3948) (Yitai Coal.)	54.9%	58.7%	63.7%	67.3%	64.2%	65.1% (6.0)%
21 Feb, any 2023	J an. an G, L.m d (1366)	83.5%	100.0%	106.2%	107.3%	102.0%	91.4% (63.8)%
17 Feb, any 2023	AAG En a y H d.n L.m d (2686)	10.1%	10.1%	9.3%	10.8%	24.2%	27.2% (27.5)%
24 Oct b any 2022	K.n n F.nanc a G, L.m d (1031)	47.8%	48.4%	47.6%	39.4%	33.3%	29.9% (80.2)%
8 A., 2022	EVOC In n T c n . y C.m any L.m d (2308)	52.2%	49.6%	48.3%	45.8%	52.2%	53.5% (55.4)%

LETTER FROM SOMERLEY

Date of initial announcement ⁽²⁾	Company name (stock code)	Premium or (discount) represented by offer/cancellation price over/to closing share price/average share price on/over ⁽¹⁾					Premium or (discount) represented by offer/cancellation price over/to latest NAV per share/adjusted NAV per share ⁽⁵⁾
		Last full trading day ⁽³⁾	5-trading day ⁽⁴⁾	10-trading day ⁽⁴⁾	30-trading day ⁽⁴⁾	60-trading day ⁽⁴⁾	
5 Apr 2022	Linyi International Holding Limited (1212)	62.3%	75.9%	81.9%	70.1%	58.7%	(52.8)%
9 Jun 2022	China VAST Industrial Urban Development Company Limited (6166)	30.4%	29.2%	28.8%	31.4%	36.9%	(41.9)%
2 Jun 2022	Xiamen International Property Development Company Limited (3378)	97.4%	90.7%	110.3%	139.4%	152.8%	(14.8)%
16 Mar 2022	Yantai International Holding Limited (1230)	160.9%	153.2%	150.5%	138.5%	134.2%	(2.9)%
24 Jan 2022	Grand Asia Technology & Engineering Group Company Limited (1296)	107.7%	107.7%	107.7%	96.4%	107.7%	(13.6)%
14 Jan 2022	AKM Industrial Company Limited (1639)	15.2%	24.5%	29.1%	25.8%	29.0%	70.9%
17 Dec 2021	Lanzhou Zhongyuan Paper Company Limited (1533) (Lanzhou Zhuangyuan)	45.4%	49.2%	49.4%	44.2%	55.1%	12.5%

LETTER FROM SOMERLEY

Date of initial announcement ⁽²⁾	Company name (stock code)	Premium or (discount) represented by offer/cancellation price over/to closing share price/average share price on/over ⁽¹⁾					Premium or (discount) represented by offer/cancellation price over/to latest NAV per share/adjusted NAV per share ⁽⁵⁾
		Last full trading day ⁽³⁾	5-trading day ⁽⁴⁾	10-trading day ⁽⁴⁾	30-trading day ⁽⁴⁾	60-trading day ⁽⁴⁾	
24 Nov 2021	Sinara J. J. and Co. Ltd. (2006)	56.6%	63.2%	67.6%	77.1%	85.6%	8.8%
29 Oct 2021	Raika Inc. (1337)	55.8%	58.4%	61.1%	67.9%	59.3%	487.5%
15 Oct 2021	Yantai Ocea Industrial (Cayman) Ltd. (2788)	99.8%	102.2%	104.7%	103.5%	101.4%	6.3%
8 Oct 2021	Dracon Group Holdings Ltd. (935)	8.5%	7.6%	7.6%	9.4%	20.8%	34.7%
30 Sep 2021	C.P. P. and Co. Ltd. (43)	19.8%	22.3%	17.4%	27.8%	33.7%	7.5%
6 Sep 2021	Hebei Group Ltd. (47)	73.9%	74.7%	76.2%	70.9%	62.9%	57.8%
25 Aug 2021	Sinara Group Ltd. (1430)	2.9%	19.6%	23.2%	25.6%	26.3%	96.9%
12 Aug 2021	Goldfield Holdings Ltd. (2398)	50.0%	73.8%	73.8%	61.6%	49.0%	(20.2)%
27 July 2021	Nam Hong Co. Ltd. (2083)	39.3%	38.2%	38.2%	31.8%	30.8%	(23.1)%

LETTER FROM SOMERLEY

Date of initial announcement ⁽²⁾	Company name (stock code)	Premium or (discount) represented by offer/cancellation price over/to closing share price/average share price on/over ⁽¹⁾					Premium or (discount) represented by offer/cancellation price over/to latest NAV per share/adjusted NAV per share ⁽⁵⁾
		Last full trading day ⁽³⁾	5-trading day ⁽⁴⁾	10-trading day ⁽⁴⁾	30-trading day ⁽⁴⁾	60-trading day ⁽⁴⁾	90-trading day ⁽⁴⁾
9 J y 2021	B . n. Ca . a Land L d. (2868)	62.8%	61.9%	77.2%	127.6%	150.0%	143.5% (49.0)%
5 J y 2021	C æ M d a L . d (100)	0.0%	0.0%	0.0%	(0.7)%	(0.3)%	63.7%
25 J . n 2021	B way G ba H d . n. Inc. (3358)	27.0%	29.6%	32.7%	47.0%	62.8%	0.0%
18 May 2021	C . n H n. Baan L . d (1111)	97.0%	101.2%	102.5%	107.4%	109.9%	(10.1)%
28 F br æy 2021	X . n. In æna . na H d . n. L . d (3663) (Xiezhong.)	17.6%	17.6%	21.2%	25.0%	37.9%	400.0%
25 F br æy 2021	S c , an Lan , an. J , b n S æ c G æ , C ., L d. (2606)	39.4%	45.4%	46.6%	46.8%	59.6%	201.6%
5 F br æy 2021	Z . an. Can. nan In æ . æ n G æ , C æ an y L . d (1743) (Cangnan Instrument.)	15.2%	13.6%	13.1%	18.0%	25.2%	20.2%
22 Jan æy 2021	Z , a H d . n In æ . æ n G æ , L . æ d (908)	14.3%	22.7%	23.5%	34.0%	52.6%	7.8%

LETTER FROM SOMERLEY

Date of initial announcement ⁽²⁾	Company name (stock code)	Premium or (discount) represented by offer/cancellation price over/to closing share price/average share price on/over ⁽¹⁾					Premium or (discount) represented by offer/cancellation price over/to latest NAV per share/adjusted NAV per share ⁽⁵⁾
		Last full trading day ⁽³⁾	5-trading day ⁽⁴⁾	10-trading day ⁽⁴⁾	30-trading day ⁽⁴⁾	60-trading day ⁽⁴⁾	90-trading day ⁽⁴⁾
21 Jan 2021	P y c A H d n L m d (208)	37.8%	36.7%	37.5%	52.4%	56.1%	57.4% (21.5)%
20 Jan 2021	Z an N w C n y H Maan m n C , L d. (1158)	61.3%	58.6%	63.2%	72.6%	94.2%	104.1% (54.6)%
27 Jan 2021	N w C n y R a E a I n m n Tr (1275)	24.7%	23.9%	22.3%	20.8%	19.7%	20.3% 174.8%
17 Jan 2021	HKC (H d n) L m d (190)	120.4%	122.2%	122.8%	119.8%	109.4%	100.0% (68.3)%
13 Jan 2021	C na Mac n y En n y n. C y a n (1829)	45.1%	73.7%	93.7%	118.9%	127.0%	127.0% (29.4)%
	Highest	160.9%	153.2%	150.5%	139.4%	152.8%	155.7% 487.5%
	Lowest	(1.1)%	0.0%	0.0%	(0.7)%	(1.4)%	(14.9)% (80.2)%
	Average	50.8%	53.4%	55.6%	58.8%	60.8%	60.5% 14.8%
	Median	46.6%	48.8%	47.9%	46.9%	52.4%	52.6% (14.2)%
28 November 2023	The Company (1839)	16.5%	17.9%	21.0%	25.4%	19.1%	15.9% (7.0)%

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(a) Premiums or (discounts) over/to the prevailing share prices

The following table (disclosure) is provided by the Company and the Board of Directors of the Company, based on the following data: (1.1)%-160.9%, 0.0%-153.2%, 0.0%-150.5%, (0.7)%-139.4%, (1.4)%-152.8%, (14.9)%-155.7% and the following data: 5-, 10-, 30-, 60-, and 90-day average price of the Company's common stock, based on the following data: 15.9%-25.4% and the following data: 17.6%-42.9%. The following table (disclosure) is provided by the Company and the Board of Directors of the Company, based on the following data: 17.6%-42.9%.

The following table (disclosure) is provided by the Company and the Board of Directors of the Company, based on the following data: 17.6%-42.9% and the following data: 17.6%-42.9%. The following table (disclosure) is provided by the Company and the Board of Directors of the Company, based on the following data: 17.6%-42.9%.

(b) Premiums or (discounts) over/to the NAV per share

The following table (disclosure) is provided by the Company and the Board of Directors of the Company, based on the following data: 17.6%-42.9% and the following data: 17.6%-42.9%.

The following table (disclosure) is provided by the Company and the Board of Directors of the Company, based on the following data: 17.6%-42.9% and the following data: 17.6%-42.9%.

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DISCUSSION

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was 14.32% in the PRC in FY2023. In addition, the company can also obtain government grants and subsidies from the National American Chamber of Commerce.

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OPINION AND RECOMMENDATION

Having taken into account the financial and other factors, we consider that (i) the H Share Buy-back Offer (including the Offer Price) is fair and reasonable to the Independent H Shareholders and is in their best interests; (ii) the Offer is in the best interests of the Company and its shareholders; and (iii) the Offer is in the best interests of the Company and its shareholders. Accordingly, we advise the Independent H Shareholders to accept the Offer. EGM and H Shareholders' Call Meeting.

The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code and the Share Buy-backs Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code and the Share Buy-backs Code) after completion of the H Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced.

We would also like to remind the Independent H Shareholders to closely monitor the market price and liquidity of the H Shares during the offer period, and consider selling their H Shares in the open market, where possible, instead of accepting the H Share Buy-back Offer, if the net proceeds from such sales exceed the net amount receivable under the H Share Buy-back Offer.

As different Independent H Shareholders would have different investment criteria, objectives and/or circumstances, we would recommend any Independent H Shareholders who may require advice in relation to any aspect of the Offer Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser.

Yours faithfully,
and on behalf of
SOMERLEY CAPITAL LIMITED
Jenny Leung
Director

Ms. Jenny Leung is a licensed person registered with the SFC and a responsible officer of Somerley Capital Limited, which is licensed under the SFO to carry out Type 6 (advising on

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3. ANNOUNCEMENT

(a) A ✎, ✎ d, nd ✎ R 19.1 Ta ✎ C d, by 6:00 .✎. n a da acc anc (✎, c a ✎ and/✎ da a E c ✎ may n c ✎ na c✎c✎ and ✎), C ✎ any ✎, n ✎ E c ✎ and H n K n S c E c an d c ✎ n n ✎ a n ✎, n n, ✎y ✎, nc nd ✎ na y H S ✎ B, y-bac O ✎. T C ✎ any ✎, b ✎ an ann, nc ✎ n n acc anc w ✎ ✎, ✎ ✎ n L n R by 7:00 .✎. n a da acc anc a n w ✎ H S ✎ B, y-bac O ✎ a b n nd d, ✎ d, a a d ✎ a b c ✎ ✎ b nd c ✎ d, nc nd ✎ na (and, n, c ca, w ✎ a acc anc ✎ n a ✎ c). S c ann, nc ✎ n ✎, a w n :

(.) a n ✎ b ✎ O ✎ S ✎ ✎ w c acc anc H S ✎ B, y-bac O ✎ a b n c d;

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(.) a n ✎ b ✎ O ✎ S ✎ ac, ✎ d ✎ a ✎ d b ac, ✎ d by C ✎ any, D ✎ c ✎ and ✎ ac n n c nc ✎ w any ✎ d ✎ n O ✎ P ✎ d;

(.) d a any ✎ an c ✎ (a d n d n N 4 R 22 Ta ✎ C d) n C ✎ any w c C ✎ any, D ✎ c ✎ and ✎ ac n n c nc ✎ w any ✎ a b ✎ w d ✎, a ✎ any b ✎ w d c ✎ w c a b n ✎ ✎ n ✎ d; and

(.) ✎ c n a ✎ an c a ✎, d ✎ c a ✎ C ✎ any and ✎ c n a ✎ n ✎ C ✎ any ✎ ✎ d by n ✎ b ✎.

(b) In c ✎, n a n ✎ b ✎ O ✎ S ✎ ✎ ✎ d by acc anc, n y a d acc anc n c ✎ and d d ✎ and w c a b n c d by H S ✎ R ✎ ✎ a ✎ an 4:00 .✎. n F ✎ C n Da ✎ F na C n Da (a ca may b), b n a a ✎ and da ✎ acc anc

(c) After the end of the Tax Credit and Loan Repayment, any amount not repaid shall be paid to the HS & B, y-bac O w b , b d n w b H n K n S c E c an. (www. n w .) and w b C m any (www.c m c c . c m).

4. NOMINEE REGISTRATION

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FURTHER TERMS AND PROCEDURES FOR ACCEPTANCE OF THE H SHARE BUY-BACK OFFER

S. m. n. c. n. d. r. a. n. w. c. any acc. n. d. O. S. a. n. d. H. S. B. y. bac. O. w. b. a. d. by. C. m. any. n. ,. n. acc. r. d. a. n. c. w. H. S. B. y. bac. O. (a. n. c. a. y. m. n. ' H. n. K. n. a. d. a. m. a. m. d. y. a. c. a. m. a. y. b.) ,. n. O. D. c. m. n. (n. c. d. n. A. n. d. I) a. n. d. acc. m. any. n. F. Acc. a. n. c. ,. w. ,. a. n. d. any. n. ,. ,. c. n. c. a. m. a. n. a. ,. w. c. C. m. any. m. a. y. w. b. ,. c. a. m. b. ,. n. d. a. a. n. ,. c. d. O. S. a. n. d. .

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m , UBS , S m y , H S a R c a c a n y c , m a b n c a
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B y-bac O a c c c n b y c a n y a a n c n , a b , a n y c n
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9. EFFECT OF ACCEPTANCE OF THE H SHARE BUY-BACK OFFER

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Representations and Warranties

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S ... c ... d ... n , c F ... m ... Acc ... a ... b ... y - bac ; and

(.) O S ar nd d acc anc , nd HS ar B y-bac O ar d by , c n n m any Enc mbanc and w a . and n m n a ac d acco d , nc , dn , w , m a n , . c a d d nd and d b r n , any, c rd da w c n a da n w c HS ar B y-bac O ad (. . da d a c O D c m n). F a danc d , b , n HKSCC n HKSCC N m n L m d w , b , b c , any ab n a n and wasan y.

FURTHER TERMS AND PROCEDURES FOR ACCEPTANCE OF THE H SHARE BUY-BACK OFFER

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10. GENERAL

- (a) A c m m n c a l n , n c , F m m A c c a n c , a c c e l e r a , t r a n s f e r c e l e and t e d c m n and/ t r a n d m n y and/ t r a n y t r a n s b d t e d b y t r a n t r m d t r O t S a w b d t e d b y t r a n t r m m , t e d t r a d a n , b y t r a n y a t r w a t r , and n n C m a n y , U B S , S m t y , H S a R t a t r , a n y t r t e c , m a b n c a w a t r , d t c t r , t e t r , a n t a c a t r a n y t r t r a n d n H S a B y - b a c O t a c c a n y a b l y t r a n y n a t r a n y t r a b l y w a t r w c m a y a a t r , t r .
- (b) T C m a n y t r t r t r , a t r d t r n , t r t r a , n t a n a n y a c c a n c , w t r t r t r a n a n and w a t r a n t r , t r A a n d I c , d a b n t r t r y t r n b y t r a n a c c a n d t r O t S a t r and, t r c t r t r a n t r m a d a n a a t r , C m a n y d t r m n (t r a n y t r a n) a a n y t r c t r t r a n a n and/ t r w a t r a n y c , d n a b n t r t r y t r n , t r a c c a n c m a y b t r c d a n a d .
- (c) A t r t r n a a d y , t r m , t r b l y (n c , d n t r m t r c e l e) and a c c a n c t r a y m n a n y a c c a n c , n d t r H S a B y - b a c w b b d t r m n d b y C m a n y n t r d t r n , w c d t r m n a n w b l n a and b n d n n a t r (c a t r w t r , t r d , n d t r a t r a b a w t r t r , a n t r b y T a t r C d and/ t r S a B y - b a c C d). T C m a n y t r t r a b , t r t r t r c a n y t r a a c c a n c d t r m n n b n t r t r t r m t r a c c a n c t r a y m n t r t r w c m a y , n t r n n C m a n y , b , n a w , . T C m a n y a t r t r a b , t r (t r d d a t r t r c d c n t r n y w t r t r m n T a t r C d and/ t r S a B y - b a c C d t r t r w t r w E c t r ' c n n) w a n y t r m O t , c t r C n d t r n , t r t r n t a y t r n a t r c a c a and a n y d t c t r t r , t r y t r a c c a n c a n y t r c a S a t r a n y t r c a t r d t r t r . A n a c c a n c m a y b t r c d a n a d , n a d c t r t r , t r a b n c t r d t r w a d . I n t r n a w a t r , c n d t r a n , n d t r H S a B y - b a c O t w n b d a c d , n a t r F m m A c c a n c t r c m d n a t r c e l e and t r a n t r c e l e a () and/ t r a n t r c e l e () and/ t r a n y t e d c m n () (and/ t r a n y a t r a c t r y n d m n y t r n d m n t r , t r d n t r c t r) a t r a c t r C m a n y a b n t r c d . N n C m a n y , U B S , S m t y , H S a R t a t r a n y t r t r c d t r c t r a n y t r t r a n d n H S a B y - b a c O t t r w b b d t r n c a n y d t c t r t r , t r t r n a c c a n c , and n n m w n c t r a n y a b l y t r a t r t r a n y t r c n c .

- (d) The Offeror shall not accept any of the Following Accounts and conduct the H Share Buy-back Offer.
- (e) The Offeror shall not accept any of the Following Accounts and/or any of the Following Accounts which are not in the H Share Buy-back Offer and shall not accept any of the Following Accounts.
- (f) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts which are not in the H Share Buy-back Offer and shall not accept any of the Following Accounts.
- (g) The H Share Buy-back Offer, as accepted by the Offeror, shall not be subject to any of the Following Accounts and shall not be subject to any of the Following Accounts.
- (h) The H Share Buy-back Offer shall not be subject to any of the Following Accounts and shall not be subject to any of the Following Accounts.
- (i) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (j) In addition to the Offeror, the Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (k) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (l) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
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- (v) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (w) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (x) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (y) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.
- (z) The Offeror shall not accept any of the Following Accounts and shall not accept any of the Following Accounts.

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Set forth below are summary audited consolidated financial statements of the Group and 31 December 2021, 2022 and 2023 in Chinese, English and Russian languages. The consolidated financial statements are in Chinese.

	For the year ended 31 December		
	2023	2022	2021
		(audited)	
		RMB	
Revenue	25,086,577,013.05	23,620,612,415.36	27,647,762,501.46
Operating profit	3,264,673,614.58	1,472,638,520.24	1,173,596,875.71
Profit before income tax	3,260,764,615.46	1,474,779,017.88	1,176,166,310.16
Income tax expenses	813,003,671.70	361,171,952.63	188,502,861.95
Net profit	2,447,760,943.76	1,113,607,065.25	987,663,448.21
Net attributable to the Shareholders of the Company	2,455,670,702.61	1,117,958,345.49	900,749,340.13
Net attributable to the Shareholders of the Company after deducting non-controlling interests	1,553,393,232.96	915,504,724.28	635,803,868.16
Net attributable to the non-controlling interests	(7,909,758.85)	(4,351,280.24)	86,914,108.08
Total comprehensive income	2,697,413,059.31	1,314,508,506.26	866,261,619.65
Total comprehensive income attributable to the Shareholders of the Company	2,705,342,771.08	1,318,965,969.23	779,509,922.40
Total comprehensive income attributable to the non-controlling interests	(7,929,711.77)	(4,457,462.97)	86,751,697.25
Earnings per Share			
Basic earnings per Share	1.22	0.55	0.48
Diluted earnings per Share	1.22	0.55	0.48
Dividend attributable to the Shareholders of the Company	0.00	605,280,000.00	403,520,000.00
Dividend per Share	0.00	0.30	0.20

The financial statements are in Chinese and will be made available in English and Russian languages and 31 December 2021, 2022 and 2023.

The audit was performed by PricewaterhouseCoopers Zia Tan LLP, an independent certified public accountant firm. Our audit was conducted in accordance with the Singapore Standards on Auditing issued by the Institute of Accountants, Singapore, and applicable laws and regulations.

2. CONSOLIDATED FINANCIAL STATEMENTS

The Company has provided the following information to assist in understanding the consolidated financial statements. The consolidated financial statements are prepared in accordance with the Singapore Financial Reporting Standards (SFRS) issued by the Institute of Accountants, Singapore, and applicable laws and regulations. The consolidated financial statements for the year ended 31 December 2023 (the **2023 Financial Statements**), 31 December 2022 (the **2022 Financial Statements**)

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A d c d n 2023 A n n a R , A n n e c m n , G r , ' c a n c n n 2023 wa RMB3,264,673,614.58, c c n n a n n e c a a c m a y 121.69% c a a m c d a y a r; and C m a n y' c a n c n n 2023 wa RMB1,112,934,594.63, c c n n a n n e c a a c m a y 79.92% c a a m c d a y a r. A d c d n 2022 A n n a R c , G r , ' c a n c n n 2022 wa RMB1,472,638,520.24, c c n n a n n e c a a c m a y 25.48% c a a m c d a y a r; and C m a n y' c a n c n n 2022 wa RMB618,561,770.31, c c n n a n n e c a a c m a y 24.50% c a a m c d a y a r.

The Commission will accept a demand for a new decision, and a decision on a demand, if the demand is well founded, and if the Commission is satisfied that the demand is well founded. In the case of a demand for a new decision, the Commission will accept a demand if the demand is well founded, and if the Commission is satisfied that the demand is well founded. In the case of a demand for a decision on a demand, the Commission will accept a demand if the demand is well founded, and if the Commission is satisfied that the demand is well founded.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

For illustrative purposes, the financial information prepared in accordance with Rule 4.29 of the Listing Rules is set out here to provide further information about how the financial information of the Group might be affected by the assumption of the completion of the H Share Buy-back Offer as if the H Share Buy-back Offer had been completed as at 31 December 2023, 1 January 2023 or at any future date.

The following table, read together with the accompanying notes, presents the unaudited pro forma financial information of the Group as at 31 December 2023, 1 January 2023 and at any future date, assuming the completion of the H Share Buy-back Offer as at 31 December 2023, 1 January 2023 or at any future date. The unaudited pro forma financial information is presented for the Group as if the H Share Buy-back Offer had been completed as at 31 December 2023, 1 January 2023 or at any future date. The unaudited pro forma financial information is presented for the Group as if the H Share Buy-back Offer had been completed as at 31 December 2023, 1 January 2023 or at any future date. The unaudited pro forma financial information is presented for the Group as if the H Share Buy-back Offer had been completed as at 31 December 2023, 1 January 2023 or at any future date.

Unaudited pro forma statement of adjusted consolidated net assets per Share

	Audited consolidated net assets of the Group attributable to shareholders of the Company as at 31 December 2023 ^(Note 1) RMB '000	Estimated expenditure to be incurred under the H Share Buy-back Offer ^(Note 2) RMB '000	Unaudited pro forma adjusted consolidated net assets attributable to shareholders of the Company as at 31 December 2023 RMB '000
Non-current assets	7,316,307		7,316,307
Current assets*	16,521,521	(1,046,535)	15,474,986
Current liabilities ^(Note 3)	7,740,454		7,740,454
Net current assets ^(Note 3)	8,781,067	(1,046,535)	7,734,532
Non-current liabilities ^(Note 3)	650,281		650,281
Net assets	15,447,093	(1,046,535)	14,400,558
Net assets attributable to shareholders of the Company	14,808,858	(1,046,535)	13,762,323
*Including:			
– Cash and cash equivalents	6,010,494	(1,046,535)	4,963,959
Net assets per Share attributable to shareholders of the Company ^(Note 4)	7.34		7.36

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

	Audited consolidated profit attributable to shareholders of the Company for the year ended 31 December 2023 ^(Note 1) RMB'000	Earnings per Share to shareholders of the Company for the year ended 31 December 2023 ^(Note 4) RMB	Unaudited pro forma adjusted earnings per Share to shareholders of the Company after completion of the H Share Buy-back Offer ^(Note 6) RMB
Share buy-back of 146,729,400 Shares at HK\$7.5 per Share	2,455.671	1.22	1.31

1. The total number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 and the number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 are 1,146,729,400 and 1,146,729,400, respectively.
2. The total number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 and the number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 are 1,146,729,400 and 1,146,729,400, respectively.
3. The total number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 and the number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 are 1,146,729,400 and 1,146,729,400, respectively.
4. The total number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 and the number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 are 1,146,729,400 and 1,146,729,400, respectively.
5. The total number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 and the number of shares of the Company's ordinary shares of HK\$0.001 each in issue as at the end of 31 December 2023 are 1,146,729,400 and 1,146,729,400, respectively.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors accept joint and several responsibility for the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules, the Securities and Futures Commission Handbook (the **Listing Rules**) and with paragraph 7 of *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* (AG 7), issued by the Hong Kong Institute of Certified Public Accountants (HKICPA).

Our Independence and Management

We are committed to uphold independence and integrity and are subject to the *Code of Ethics for Professional Accountants*, issued by HKICPA, which sets out standards and principles, including, but not limited to, independence, confidentiality and disclosure, and integrity and objectivity.

Our firm also follows the Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by HKICPA, which sets out standards, management and quality management systems, quality management objectives, and the role of the quality management system, and the role of the quality management system in the firm's overall business strategy.

Reporting Accountant's Responsibilities

Our responsibility is to provide an opinion on the Unaudited Pro Forma Financial Information, and to report on the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29(7) of the Listing Rules, and the Unaudited Pro Forma Financial Information in accordance with paragraph 7 of *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*, issued by HKICPA, and with paragraph 7 of *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*, issued by HKICPA, and with paragraph 7 of *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*, issued by HKICPA.

We conducted the financial statement compilation in accordance with the Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by HKICPA. The standard requires the accountant to perform the compilation in accordance with the accounting principles, and to report on the compilation of the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with paragraph 7 of *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*, issued by HKICPA.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Opinion

In our opinion:

- (a) Unaudited Pro Forma Financial Information is fairly presented by Directors in accordance with;
- (b) the basic accounting principles generally accepted in the People's Republic of China; and
- (c) additional adjustments to the Unaudited Pro Forma Financial Information disclosed in the Prospectus are immaterial under the Listing Rules.

PricewaterhouseCoopers Zhong Tian LLP

Shanghai, People's Republic of China

27 March 2024

3. MARKET PRICES

The table below, which contains the closing price of the H Shares on the Hong Kong Stock Exchange in the last trading day of each calendar month from the date of the Listing of the Company's Shares to the last trading day of the 3.5 Anniversary; and (ii) the Last Trading Date of

	Closing Price of the H Shares (HK\$)
31 May 2023	5.77
30 Jun 2023	6.80
31 Jul 2023	7.79
31 Aug 2023	6.07
29 Sep 2023	6.87
31 Oct 2023	5.67
27 Nov 2023 (Last Trading Day)	6.44
30 Dec 2023	6.90
29 Dec 2023	6.93
31 Jan 2024	6.86
29 Feb 2024	6.94
8 Mar 2024 (Last trading day before the 3.5 Anniversary)	7.15
25 Mar 2024 (Last Trading Date)	7.25

During the Listing Period, the closing price of the H Shares on the Hong Kong Stock Exchange was HK\$7.80 for H Shares on 1 Aug 2023 and HK\$5.48 for H Shares on 2 Nov 2023, respectively.

4. DIVIDEND

The policy and amount of dividend to be paid, by the Company to the H Shareholders will be determined by the Board of Directors as follows:

	2023 RMB	2022 RMB
In the dividend of Shares for the year ended 30 Jun	N/A	N/A
Final dividend of Shares for the year ended 31 Dec 2023	N/A	0.30

GENERAL INFORMATION OF THE COMPANY

5. DISCLOSURE OF INTERESTS

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Ta C d S B y-bac C d :

I e e f Di ec i he Sha e f he C a

Name of Director	Nature of Interest	Class of Shares	Number of Shares/ Long Position/ Short Position		Approximate Percentage of the Relevant Class of Shares	Approximate Percentage of the Total Issued Share Capital of the Company
			Underlying Shares Held			
L. G.	B ^(Note 1)	A S	21,272	L	0.00%	0.00%
	I	A S	89,046,400	L	6.13%	4.41%
	C ^(Note 1)					
	B	H S	2,500	L	0.00%	0.00%
W	I	A S	68,336,400	L	4.70%	3.39%
	C ^(Note 2)					
H	B ^(Note 3)	A S	1,000	L	0.00%	0.00%

Notes:

1. Mr. L. G. Director, Chief Executive Officer and President of Company. Mr. L. G. and 21,272 A S Paid Up Own (2023-2027). Mr. L. G. S L H G a n E n M a n C n (L d P a n) (. 市 龍 匯 港 城 企 業 管 理 中 心 (有 限 公 司)), a n a X a n H a n and d 47.37% , d 68,336,400 A S d b y X a n H a n Mr. L. G. d 80% S n L Y an G an Cn In and D n C, Ld (. 市 龍 源 港 城 投 資 發 展 有 限 責 任 公 司), ana Han Lnyan Gan, and d 20,710,000 A S d b y HanLnyan Gan
2. Mr. Wan. Yan-codict Mr. Wan. Y d 26.32% SnLn HGan EnManCn(LdPan) (. 市 龍 匯 港 城 企 業 管 理 中 心 (有 限 公 司)), ana XanHan, and d 68,336,400 A S d b y XanHan
3. Mr. HJan-codict, and d 1,000 A S d b y

I e e f D i e c i h e h a e / d e i g h a e f a c i a e d c a i f h e C a

Associated Corporation	Class of Shares Held in the Associated Corporation	Name of Director	Capacity	Number of Shares/ underlying Shares held Approximate Percentage of the Relevant Class of Shares	
				Number of Shares/ Underlying Shares Held	
CIMC Gr ,	A	Ma. Ban	Bnca wn(Note 1)	890,465	0.04%
	A	HJn	Bnca wn(Note 1)	26,100	0.00%
CIMC EncHdn Ld (中集安瑞科控股 有限公司)	Ordnay	Ma. Ban	Bnca wn(Note 1)	7,260,000	0.36%
		Wan. Y	Bnca wn(Note 1)	1,170,000	0.06%
		ZnHan	Bnca wn(Note 1)	1,250,000	0.06%
CnaJan, Van, and Trana C, Ld (江蘇掛車幫租賃有限公司)	Dmc	LG	Incnd cnan (Note 2)	10,000,000	3.85%
Sn SF-Tran Tcny C, Ld (深 圳市星火車聯科技有限公司)	Dmc	LG	Incnd cnan (Note 3)	1,200,000	17.14%

Notes:

1. Mr. Ma B an, Mr. H J n, Mr. Wan. Y and Mr. Z n. Han an- c- D c C m any. A a La Rac cab Da, Mr. Ma B an and Mr. H J n d 890,465 and 26,100 A an, CIMC Gr, c y, and Mr. Ma B an, Mr. Wan. Y and Mr. Z n. Han d 7,260,000, 1,170,000 and 1,250,000 d n y a CIMC Eac H d n. L m d (中集安瑞科控股有限公司) c y. CIMC Eac H d n. L m d (中集安瑞科控股有限公司) a c m any d n Ma n B ard H n. K n. S c E c an. (c c d : 3899) and a n a- w y- wa d, b d a y CIMC Gr. CIMC Gr, and CIMC Eac H d n. L m d (中集安瑞科控股有限公司) a a c a d c a n C m any.
2. Mr. L. G n. c- D c C, C- E c- O c and R d n C m any. A Mr. L. G n. a a 34% y n n S n n H n En c- Ma n a m n C n (L m d P a n) (深圳匯信企業管理中心(有限合夥)) a a La Rac cab Da, Mr. L. G n. d c 3.85% y n n C n a J a n, V a n, and T r a c R n a C., L d. w c d b y C m any a 51.92% a.
3. Mr. L. G n. c- D c C, C- E c- O c and R d n C m any. Mr. L. G n. a a 4.8% y n n S n n Y a n n I n m n P a n (L m d P a n) (深圳源欣投資合夥企業(有限合夥)) a a La Rac cab Da, and c- d c n n 17.14% a S n n S F- T r a c T c n y C., L d.(深圳市星火車聯科技有限公司) w c d b y C m any a 54.29% a.

Interests of substantial Shareholders in the Company

A a La Rac cab Da , acc rd n by C m any , an
c n 336 SFO, w n n ad, w w d m d a n a n
n n S a , nd y n C m any w c w , d a b
d c d C m any and H n K n S c E c an , nd
D n 2 and 3 Pa XV SFO:

Shareholders	Nature of Interest	Class of Shares held	No. of Shares held	Approximate	Approximate
				% of the relevant class of Shares in issue	% of the total Shares in issue
CIMC Group, (Note 1)	Beneficial owner	ASR	728,443,475	50.11%	36.10%
	Indirect beneficial owner	HSR	417,190,600	73.98%	20.68%
	Beneficial owner	HSR	417,190,600	73.98%	20.68%
CIMC HK (Note 1)	Beneficial owner	HSR	417,190,600	73.98%	20.68%

Note:

- (1) A a La Prac cab Da , CIMC HK a w y- wa d , b d a y CIMC Gc , and CIMC Gc , d a d b a n a d a H S a d b y CIMC HK.

Sa a d c d ab , D c and c c C m any a n awa any n w , a a La Rac cab Da , ad an n c c c n n S a c , and y n. a w c w , d a b d c d C m any , and c c n D n 2 and 3 Pa XV SFO.

6. SERVICE CONTRACTS

A a La Rac cab Da , n n D c a any n c c c nrac w any m m b G , w c () a b n n d n c m and d w n 6 m n b c m m n c m n O P d (n c , d n b c n n , and d c m c nrac); () a c n n , c nrac w a n c c d 12 m n c m ; c () a d c m c nrac w m a n 12 m n n c c n c d.

7. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS IN THE COMPANY

T C m any c n a , a a La Rac cab Da :

- (a) a a d c d n a a a ad d , *Shareholding Structure of the Company*, n , *Letter from the Board* ab and c n ad d , *Interests of Directors in the Company and associated corporations of the Company*, n A nd IV, n n D c and c c c n c a any n (w n m a n Pa XV SFO) n S a c c n b c , w a n , n d a n c S a , and c n , and n d a n c c c n C m any w c w d , c n d d c d b y , a b n n d n b y D c c any c c c n c a ;
- (b) a c CIMC G , and CIMC HK cab Und a n and Ind n n H S a d cab Und a n , c n a n m n (w c b y w y n , and m n y c w) any nd c d n N 8 R 22 Ta c C d n a n S a w c m b m a a H S a B y - b a c O ;
- (c) a a d c d n c n ad d , *Interests of substantial Shareholders in the Company*, n A nd IV, c n S a d w c d 10% c m n c n C m any ;
- (d) a c CIMC G , and CIMC HK cab Und a n and Ind n n H S a d cab Und a n , C m any c any a c n n c n c w a n c d any cab c m m n acc c c H S a B y - b a c O , c n a c a a n c , n a H S a d ' C a M n , A S a d ' C a M n and / c EGM. Sa a d c d n a a a ad d , *Shareholding Structure of the Company*, n , *Letter from the Board* ab and c n ad d , *Interests of*

substantial Shareholders in the Company, and (A) and (IV), and (CIMC Group), CIMC HK and Ind and a IU Shareholder and a any and (with an additional Part XV SFO) and Shareholder and a creditor, was an and and a and a Shareholder;

- [illegible]

Said by Xian'an Huan, a certain person (add name)
Ta C d) by Mr. L. G. n (c D c) and Mr. Wan. Y. (an n-
D c) (d a , a n n 2 and 4, nd c n ad d, S a d n.
C m any, ab), (.) Ha nan L n y an Gan c n , a c c a n c n d
(a d n d n Ta C d) by Mr. L. G. n (d a , a n n 2, nd
c n ad d, *Shareholding structure of the Company*, ab), and (..) M . YU S w ,
Mr. H J n (an n- c D c) a d c d b w, n n n d
n a a 7(a), 7(d) and 7(.) ab a d a a , n any S a c any n ,
wan , d a c c n b n S a c d a n c
c n C m any d n R an P d.

Name of A Shareholders	Date	Bought/ Sold	No. of A Shares Dealt	Consideration per A Share Dealt (RMB)
Xian'an Huailan	27 July 2023	Sold	320,300	12.5300
	3 July 2023	Sold	3,500,000	14.0800
	31 July 2023	Sold	58,000	15.0600
Haolan Linyuan	14 November 2023	Sold	650,000	10.5190
Gan'cun	15 November 2023	Sold	900,000	10.5667
	16 November 2023	Sold	485,700	10.2733
	17 November 2023	Sold	414,300	10.3260
YU Shou	17 July 2023	Bought	1,000	13.5200
	25 July 2023	Sold	1,000	13.7600
	26 July 2023	Bought	1,000	13.3700
Paili Emy	1 November 2023	Bought	50,000	10.0900
Sichuan	1 November 2023	Bought	100,000	10.0700
Scam (2023-2027)	1 November 2023	Bought	50,000	10.0700
	2 November 2023	Bought	50,000	10.0800
	2 November 2023	Bought	50,000	10.0800
	2 November 2023	Bought	100,000	10.0700
	2 November 2023	Bought	9,400	10.0600
	3 November 2023	Bought	100,000	10.2000
	6 November 2023	Bought	50,000	10.3000
	7 November 2023	Bought	50,000	10.2900
	7 November 2023	Bought	67,600	10.2800

A further addition to the “*CIMC Group and CIMC HK Irrevocable Undertaking*”

Said and c. Mr. L. Green, was a and c. n. n. n. acc. H S & B, y-bac O c. a. 2,500 H S & d by a a La Rac cab Da, and M. Ma Y, was a and c. d n. n. n. acc. H S & B, y-bac O c. a. 1,438,000 H S & d by a a La Rac cab Da, n. n. n. d n. a. a. 7(a), 7(c), 7(d) and 7(.) ab a and c. d n. n. n. acc. H S & B, y-bac O and/ n a a a n H S & B, y-bac O and/ V, n. y. W. drawa L. n.

A c a C m a n y a s m e n d d b s s d c s b a n s d n
s d a n n a n y c s C m a n y , n d R 22 T a s C d .

[illegible]

9. LITIGATION

As a La Prac cab Da , c ¼ n ¼ a n a a n CIMC In ¼¼ da E , ¼ n , LLC (b n a w ¼- w a d , b d æy C ¼¼ any) n a d by U.S. C ¼¼ and B æd æ R c n a d c d n a n , n c ¼ n C ¼¼ any da d 19 F b æy 2024, n ¼ ¼ C ¼¼ any n ¼ any ¼ , b d æ w a n a d n any ¼ a n , æb æ a n ¼ c a ¼ ¼ a æ a ¼ ¼ æ n c and n ¼ a n , æb æ a n ¼ c a ¼ ¼ a æ a ¼ ¼ æ n c w a n d n ¼ æ a n d a a n ¼ ¼ C ¼¼ any ¼ any ¼ , b d æ .

10. MATERIAL CONTRACTS

T w n c n æ c (n b n c n æ c n æ d n n ¼ d n æy c ¼ b n c æ d n ¼ n d d b c æ d n by G ,) w ¼ n æ d n by ¼ ¼ b æ G , w n w ¼ æ ¼ ¼ d a ¼ ¼ c d n c ¼ ¼ n c ¼ n d a O æ P æ d a n d , a n d n c , d n La Prac cab Da , w c w ¼ æ ¼ b æ a :

- (a) T c a a n æ a æ ¼ n d a d 24 M æ c 2022 n æ d n by and a ¼ n C ¼¼ any, S n n CIMC In ¼¼ C ., L d.* (深圳市中集投資有限公司), CIMC T c n ¼ y C ., L d.* (中集技術有限公司), CIMC E æ c In ¼¼ n H d n (S n n) L d.* (中集安瑞科投資控股(深圳)有限公司), C ¼¼ a n (S n n) F æ - æ n E , ¼ n C ., L d.* (萃聯(深圳)消防裝備有限公司) and S n n Q æ C æ æ a M a n a ¼ n P æ n æ (L ¼¼ d P æ n æ)* (深圳齊力企業管理合夥企業(有限合夥)) n æ c c a a n c n n S n n CIMC T n c , a n S æ y C a n C ., L d.* (深圳中集同創供應鏈有限公司) æ a n a æ a c a c n d æ a n RMB187,517,500.00, d a w c æ , n a n , n c ¼ n C ¼¼ any da d 24 M æ c 2022;
- (b) æ æ a n and æ ¼ n c ¼ n a n a æ ¼ n æ , n a - w a d and da d 8 S æ b æ 2022 n æ d n by and b w n Q n da CIMC S æ a V æ C ., L d. (青島中集專用車有限公司) (a w ¼- w a d , b d æy C ¼¼ any) and H æ n da S æ b-d æ c O æ , H æ n da D æ c , Q n da C æ , n æ c æ æ a n and æ c and b æ d n n and æ c c a d n , H æ R a d and w P æ , da S æ æ æ ¼ n c ¼ n a n RMB329,825,300.00, d a w c æ , n a n , n c ¼ n C ¼¼ any da d 8 S æ b æ 2022;

- * For identification purpose only

11. CONSENTS AND QUALIFICATIONS

The following names and qualifications of the independent members of the Board of Directors are set forth below:

Name	Qualifications
UBS	an independent member and SFO category 1 (defined in section 303A(b)(1) of the NYSE listing standards), Type 4 (defined in section 303A(b)(2) of the NYSE listing standards), Type 6 (defined in section 303A(b)(3) of the NYSE listing standards) and Type 9 (a management company) of the SFO
Singapore	an independent member and SFO category 1 (defined in section 303A(b)(1) of the NYSE listing standards) and Type 6 (defined in section 303A(b)(3) of the NYSE listing standards) of the SFO
Eric Wang, CEO of Zentao LLP	Chief Executive Officer of Public Accounting Firm; Registered Public Accountant; Enrolled Agent; and Accredited and Financial Reporting Council Ordinance (Cap. 588)

Each of the above independent members of the Board of Directors is a natural person who is not a director, officer, or employee of the Company or its subsidiaries, and is not a partner, associate, or family member of any of the above.

12. DOCUMENTS ON DISPLAY

The Company's website (www.cmc.com.hk) and the Company's website (www.cmc.com.hk) contain the following documents on display:

- the Company's articles of association;
- the Company's articles of association and 31 December 2021 and 2022;
- the Company's articles of association and 31 December 2023;
- the Company's UBS, financial statements, and other financial information, including the 16-30 day financial statements;
- () the Company's Board, including the 31-48 day financial statements;

- () 1. The S, w/c , na d O c m n ;
- () 2. The Rec wa , C Z n Tan LLP na d d ma nance a n ma n G r , w/c , na d A nd III O c m n ;
- () 3. CIMC G r , and CIMC HK cab Und a n and Ind nd n H S æ d cab Und a n ;
- () 4. The a c nrac æ d n a a a ad d , 10. *Material Contracts*, na d A nd IV; and
- () 5. The c n n æ d n a a a ad d , 11. *Consents and Qualifications*, na d A nd IV.

13. MISCELLANEOUS

- (a) The address of the company, b/n CIMC Guangxi and CIMC HK, at No. 2 Ganwan Avenue, Shuangnan District, Suiyuan County, Guangdong Province, PRC and Unit 3101-2, 31/F., Industrial Park A, 199 Deyue Road, Chongqing, H.K.
- (b) The company's name M.M.Y.
- (c) The director, shareholder and chairman C.M.Y. n PRC at No. 2 Ganwan Avenue, Shuangnan District, Suiyuan County, Guangdong Province, PRC.
- (d) The shareholder C.M.Y. n H.K. at 40/F., Da Shan Finance Centre, No. 248 Queen's Road East, Wanchoo, Hong Kong.
- (e) The HSBC bank and bank account C.M.Y. Company Limited In Singapore Ltd at 1712-1716, 17/F., Hewell Centre, 183 Queen's Road East, Wanchoo, Hong Kong.
- (f) The directors UBS, finance adviser C.M.Y., at 52/F, Two International Finance Center, 8 Finance Street, Chongqing, H.K..
- (g) The director Secretary, Independent Financial Adviser, at 20/F, China Building, 29 Queen's Road Central, Hong Kong.
- (h) The English O.D.C.M.N., accounting firm Accantec and its legal advisor law firms in Canada Inc. ny.

CIMC VEHICLES**CIMC Vehicles (Group) Co., Ltd.****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)***(Stock Code: 1839)****NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2024**

NOTICE IS HEREBY GIVEN that **CIMC Vehicles (Group) Co., Ltd.** (the "Company") will hold its **Second Extraordinary General Meeting for 2024** (the "EGM") on **Monday, 18 April 2024** at **1803, 18/F, Ronghua Plaza, Shuanghuang Road, Nanhai District, Shunde City, Guangdong Province, PRC** (the "Venue") at **2:50 p.m.** (the "Time").

The agenda of the EGM, together with the explanatory statement, is set out in the **Notice of the Second Extraordinary General Meeting for 2024** (the "Offer Document") which is available on the Company's website.

RESOLUTIONS

1. To consider and approve the appointment of **HSBC Bank Limited** as the Company's **Banking Advisor** and to authorize the Board of Directors to execute all necessary documents in connection with the appointment.
2. To consider and approve the appointment of **B&W** as the Company's **Legal Advisor** and to authorize the Board of Directors to execute all necessary documents in connection with the appointment.

On behalf of the Board
CIMC Vehicles (Group) Co., Ltd.
Li Guiping
Executive Director

Hong Kong, 27 March 2024

Notes:

1. For details of the resolutions, please refer to the **Notice of the Second Extraordinary General Meeting for 2024** (the "Notice") and the **Explanatory Statement** (the "Explanatory Statement") which are available on the Company's website.

- 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***.*

*** *Independent non-executive Directors*

CIMC VEHICLES

CIMC Vehicles (Group) Co., Ltd.

中集車輛(集團)股份有限公司

- 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***.*

*** *Independent non-executive Directors*