



27 March 2024

*To the Shareholders*

Dear Sir or 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 Rule 3.5 Announcement in relation to, among other things, the H Share Buy-back Offer and the Voluntary Withdrawal of Listing.

On 11 March 2024, the Board announced that subject to compliance with the Takeovers Code, the Share Buy-backs Code and the Listing Rules, the H Share Buy-back Offer shall be made to buy-back all the H Shares in issue, other than those held by CIMC Group and its concert parties. As at the Latest Practicable Date, the number of H Shares in issue is 563,920,000, representing approximately 27.95% of the total issued share capital of the Company; and the number of H Shares held by CIMC Group and its concert parties is 417,190,600, representing approximately 20.68% of the total issued share capital of the Company. If the H Share Buy-back Offer becomes unconditional in all respects, all the H Shares repurchased will be cancelled and the registered capital of the Company will be reduced accordingly, and the Company will make an application for the listing of the H Shares to be withdrawn from the Hong Kong Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules.

The H Shareholders may (1) accept the H Share Buy-back Offer by lodging the Form of Acceptance for the sale of their H Shares to the Company at the Offer Price of HK\$7.5 per H

Accordingly, the Company has applied to the Executive for a waiver from the requirements under Rule 14 of the Takeovers Code to extend a comparable offer for the A Shares. The Executive has granted such waiver as at the Latest Practicable Date.

This letter sets out the details of the terms of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing. Further details of the terms and conditions of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing are set out in Appendix I to the Offer Document and the Form of Acceptance.

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

### **Principal terms of the H Share Buy-back Offer**

A conditional cash offer is being made by UBS on behalf of the Company to buy back all the H Shares in issue, other than those held by CIMC Group and its concert parties, on the following basis:

**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 becoming unconditional in all respects, the Offer Shares to be acquired shall be fully paid and free from all Encumbrances, together with all rights attached or accrued thereto on or after the date on which the H Share Buy-back Offer is made, including the right to receive in full all dividends and other distributions declared, if any, the record date of which falls on or after the date on which the H Share Buy-back Offer is made (i.e. the date of despatch of this Offer Document).

The Company confirms that as at the Latest Practicable Date, (i) it has not declared any dividend which is not yet paid and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the Final Closing Date.

All the H Shares bought-back under the H Share Buy-back Offer will be cancelled and subject to the H Share Buy-back Offer becoming unconditional in all respects, the listing of the H Shares on the Hong Kong Stock Exchange will be withdrawn.

## THE OFFER PRICE

The Offer Price, being HK\$7.5 per H Share, represents:

- (a) a premium of approximately 3.45% over the closing price of HK\$7.25 per H Share as quoted on the Hong Kong Stock Exchange on the Latest Practicable Date;
- (b) a premium of approximately 4.90% over the closing price of HK\$7.15 per H Share as quoted on the Hong Kong Stock Exchange on 8 March 2024, being the last trading day prior to the publication of the Rule 3.5 Announcement;
- (c) a premium of approximately 16.46% over the closing price of HK\$6.44 per H Share as quoted on the Hong Kong Stock Exchange on 27 November 2023, being the Last Trading Day;
- (d) a premium of approximately 17.92% over the average of the closing prices of the H Shares as quoted on the Hong Kong Stock Exchange for the five consecutive trading days up to and including the Last Trading Day of HK\$6.36 per H Share;
- (e) a premium of approximately 20.97% over the average of the closing prices of the H Shares as quoted on the Hong Kong Stock Exchange for the ten consecutive trading days up to and including the Last Trading Day of HK\$6.20 per H Share;
- (f) a premium of approximately 25.42% over the average of the closing prices of the H Shares as quoted on the Hong Kong Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day of HK\$5.98 per H Share;
- (g) a premium of approximately 19.05% over the average of the closing prices of the H Shares as quoted on the Hong Kong Stock Exchange for the 60 consecutive trading days up to and including the Last Trading Day of HK\$6.30 per H Share;
- (h) a premium of approximately 15.92% over the average of the closing prices of the H Shares as quoted on the Hong Kong Stock Exchange for the 90 consecutive trading days up to and including the Last Trading Day of HK\$6.47 per H Share; and
- (i) a discount of approximately 6.95% to the audited consolidated net asset value of approximately RMB7.34 (equivalent to approximately HK\$8.06) per Share (calculated based on (i) the audited consolidated net asset value attributable to the Shareholders as stated in the annual result announcement of the Company for the year ended 31 December 2023 published on 21 March 2024; (ii) 2,017,600,000 Shares in issue as at the Latest Practicable Date; and (iii) the exchange rate of HK\$1: RMB0.91105, being the average of the offshore RMB exchange rates from 29 December 2023 to 2 January 2024 (being the Business Days immediately preceding and following 31 December 2023 respectively) as announced by the Hong Kong Monetary Authority).

The Offer Price has been determined on a commercial basis after taking into account the historical and prevailing prices of the Shares traded on the Hong Kong Stock Exchange. As such, the Board believes that the Offer Price is fair and reasonable and the H Share Buy-back Offer is in the interests of the Company and its Shareholders as a whole.

### **Highest and lowest H Share prices**

During the Relevant Period, the highest and lowest closing prices of the H Shares as quoted on the Hong Kong Stock Exchange was HK\$7.80 per H Share on 1 August 2023 and HK\$5.48 per H Share on 2 November 2023, respectively.

### **Value of the H Share Buy-back Offer**

As at the Latest Practicable Date, the Company has 563,920,000 H Shares in issue. The H Share Buy-back Offer will be extended to all the H Shareholders other than CIMC Group and its concert parties holding an aggregate of 417,190,600 H Shares.

Based on the Offer Price of HK\$7.5 per Offer Share, and assuming that the H Share Buy-back Offer is accepted in full, the value of the H Share Buy-back Offer will be HK\$1,100,470,500.

### **Financial resources available for the H Share Buy-back Offer**

The Company intends to finance the consideration for the full acceptance of the H Share Buy-back Offer of HK\$1,100,470,500 by internal cash resources.

UBS, being the financial adviser to the Company in respect of the H Share Buy-back Offer, is satisfied that sufficient financial resources are available to the Company to satisfy the consideration payable by the Company for the full acceptance of the H Share Buy-back Offer.

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

The H Share Buy-back Offer and the Voluntary Withdrawal of Listing shall be subject to the following Conditions being fulfilled:

- (a) the passing of the resolution to be proposed at the H Shareholders Class Meeting for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, provided that:
  - (i) the resolution is approved (by way of poll) by (x) at least two-thirds (2/3) of the votes attaching to all the H Shares held by the H Shareholders that are voted either in person or by proxy at the H Shareholders Class Meeting, and

- (y) at least 75% of the votes attaching to all the H Shares held by the Independent H Shareholders that are voted either in person or by proxy at the H Shareholders Class Meeting; and
- (ii) the number of votes cast (by way of poll) by the Independent H Shareholders present and voting either in person or by proxy at the H Shareholders Class Meeting against the resolution is not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders;
- (b) the passing of the resolution to be proposed at the A Shareholders Class Meeting for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, provided that the resolution must be approved (by way of poll) by at least two-thirds (2/3) of the votes attaching to all the A Shares held by the A Shareholders that are voted either in person or by proxy at the A Shareholders Class Meeting;
- (c) the passing of the resolution to be proposed at the EGM for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, provided that the resolution must be approved (by way of poll) by at least two-thirds (2/3) of the votes attaching to all the Shares held by the Shareholders that are voted either in person or by proxy at the EGM;
- (d) minimum valid acceptances of the H Share Buy-back Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time and date as the Company may, subject to the Takeovers Code, decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders;
- (e) the granting by the Executive of (i) the waiver for the Company from strict compliance with the requirement to compulsorily acquire H Shares that are not tendered for acceptance under the H Share Buy-back Offer under Rule 2.2(c) of the Takeovers Code and (ii) the waiver for the Company's obligation to make a comparable offer to the A Shareholders under Rule 14 of the Takeovers Code;
- (f) the registration with SAFE in relation to the H Share Buy-back Offer remains in full force and effect;
- (g) all necessary authorisations, consents and approvals (including approval in-principle) of any governmental or regulatory body in relation to the H Share Buy-back Offer (including its implementation) (if applicable) having been obtained and remaining in full force and effect pursuant to the provision of any laws or regulations in the PRC and other relevant jurisdictions; and
- (h) the compliance by the Company with the Listing Rules, the Takeovers Code, the Share Buy-backs Code and the statutory laws of Hong Kong and the PRC that are applicable to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing.

None of the above Conditions is waivable and as at the Latest Practicable Date, to the exception of Condition (e) and Condition (f) above to the extent that such registration has been completed, none of the other Conditions has been fulfilled.

In respect of Condition (e) above, the Company has applied for, and the Executive has granted, the waivers from strict compliance with Rule 2.2(c) and Rule 14 of the Takeovers Code.

In respect of Condition (g) above, the Company is not aware of any necessary authorisations, consents and approvals of any governmental or regulatory body required in relation to the H Share Buy-back Offer as at the Latest Practicable Date, save as disclosed in Conditions (e) and (f) above.

In respect of Condition (h) above, as at the Latest Practicable Date, the Directors are not aware of any non-compliance by the Company with the Listing Rules, the Takeovers Code, the Share Buy-backs Code and any statutory laws of Hong Kong and the PRC that are applicable to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Company should not invoke any of the Conditions (other than Condition (d) above) so as to cause the H Share Buy-back Offer to lapse unless the circumstances which give rise to the right to invoke any such Condition are of material significance to the Company in the context of the H Share Buy-back Offer.

Pursuant to Rule 15.5 of the Takeovers Code, the latest time at which the Company can declare the H Share Buy-back Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the date of the Offer Document (i.e. 27 May 2024) (or such later date to which the Executive may consent).

### **CIMC Group and CIMC HK Irrevocable Undertaking**

As at the Latest Practicable Date, CIMC Group holds:

- (a) 728,443,475 A Shares (representing approximately 50.11% of all the A Shares in issue and approximately 36.10% of the total issued share capital of the Company); and
- (b) (through CIMC HK, its wholly-owned subsidiary) 417,190,600 H Shares (representing approximately 73.98% of all the H Shares in issue and approximately 20.68% of the total issued share capital of the Company).

Pursuant to the CIMC Group and CIMC HK Irrevocable Undertaking, CIMC Group and CIMC HK have irrevocably and unconditionally undertaken to the Company that, among other things:

- (a) the H Share Buy-back Offer does not have to be extended to CIMC HK, and no comparable A Share offer has to be extended to CIMC Group, and even if the H Share Buy-back Offer is extended to CIMC HK and/or such comparable A Share offer is extended to CIMC Group, they will not accept the H Share Buy-back Offer or such comparable A Share offer;
- (b) CIMC HK will attend the H Shareholders Class Meeting and the EGM, and CIMC Group will attend the A Shareholders Class Meeting and the EGM, and they will respectively vote in favour of the resolutions to be proposed at the A Shareholders Class Meeting and the EGM for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; and
- (c) they will not deal in the Shares held by them or any other securities of the Company without the Company's prior written consent, including but not limited to purchasing, selling, transferring, imposing any encumbrance over, or granting to any third party any rights attaching to any Shares or any other securities of the Company held by them.

The CIMC Group and CIMC HK Irrevocable Undertaking will terminate on the date (i) when the H Share Buy-back Offer and the Voluntary Withdrawal of Listing are withdrawn or lapsed or (ii) when the H Share Buy-back Offer closes in accordance with its terms and conditions, whichever is earlier.

For the avoidance of doubt, CIMC HK will not vote on the resolution to be proposed at the H Shareholders Class Meeting for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing.

Given that CIMC Group and CIMC HK have entered into the CIMC Group and CIMC HK Irrevocable Undertaking, the H Share Buy-back Offer will not be extended to CIMC HK and no comparable A Share offer will be extended to CIMC Group. The Company has applied to the Executive for a waiver from the requirements under Rule 14 of the Takeovers Code, and the Executive has granted such waiver as at the Latest Practicable Date.

### **Independent H Shareholder Irrevocable Undertakings**

As at the Latest Practicable Date, the Independent IU Shareholders hold an aggregate of 80,143,000 H Shares (representing approximately 55.16% of all the H Shares held by the Independent H Shareholders, approximately 14.21% of all the H Shares in issue and approximately 3.97% of the total issued share capital of the Company). Pursuant to the Independent H Shareholder Irrevocable Undertakings, each of the Independent IU Shareholders has irrevocably and unconditionally undertaken to the Company that, among other things:

- (a) it will accept the H Share Buy-back Offer in respect of all the H Shares and any other securities of the Company held by it;

- (b) it will vote in favour of the resolutions to be proposed at the H Shareholders Class Meeting, the A Shareholders Class Meeting (if applicable) and the EGM for approving the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; and
- (c) it will not deal in the H Shares held by it or any other securities of the Company without the Company's prior written consent, including but not limited to purchasing, selling, transferring, imposing any encumbrance over, or granting to any third party any rights attaching to any H Shares or any other securities of the Company held by it.

The Independent H Shareholder Irrevocable Undertakings will terminate on the date (i) when the H Share Buy-back Offer and the Voluntary Withdrawal of Listing are withdrawn or lapsed or (ii) when the H Share Buy-back Offer closes in accordance with its terms and conditions, whichever is earlier.

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

The Board believes that the H Share Buy-back Offer and the Voluntary Withdrawal of Listing are in the interest of the Company and the Shareholders as a whole on the following bases:

- (a) the low trading volume and limited liquidity of the H Shares, which creates difficulty for the Company to effectively conduct fund raising exercise on the Hong Kong Stock Exchange;
- (b) the H Share Buy-back Offer, if materialised, will result in a possible one-off investment gain for the accepting H Shareholders; and
- (c) the Voluntary Withdrawal of Listing, if materialised, will allow the Company to save costs and expenses associated with regulatory compliance of its listing of H Shares.



## **EFFECT OF ACCEPTING THE H SHARE BUY-BACK OFFER**

In order to accept the H Share Buy-back Offer, H Shareholders should complete and return the accompanying Form of Acceptance in accordance with the instructions set out in this Offer Document and the instructions printed on the Form of Acceptance. The instructions set out in this Offer Document should be read together with the instructions printed on the Form of Acceptance (in which the instructions form part of the terms of the H Share Buy-back Offer). Except for any recognised clearing houses (including HKSCC Nominees Limited) or as otherwise determined by the Company, only one Form of Acceptance may be submitted by each H Shareholder to the H Share Registrar. No acknowledgement of receipt of any Form of Acceptance or title documents will be given.

The H Share Buy-back Offer will initially be open for acceptances for 37 days from and including the date of this Offer Document. Once all Conditions have been satisfied, the H Share Buy-back Offer will be declared unconditional in all respects and the H Share Buy-back Offer shall remain open for acceptance for at least 28 days in compliance with the Note to Rule 2.2 and Rule 15.3 of the Takeovers Code before the H Share Buy-back Offer is closed in order to allow sufficient time for those H Shareholders who have not initially accepted the H Share Buy-back Offer to accept the H Share Buy-back Offer or to process the transfer of their H Shares.

The procedures for acceptance and settlement of the H Share Buy-back Offer and related

If the Company is unable to comply with the requirements set out in paragraph headed “3. *Announcement*” in Appendix I of this Offer Document, the Executive may require pursuant to Rule 19.2 of the Takeovers Code that the holders of the Offer Shares who have tendered acceptance of the H Share Buy-back Offer, be granted a right of withdrawal on terms that are acceptable to the Executive until the requirement of Rule 19 of the Takeovers Code can be met.

In such case, when the holders of the Offer Shares withdraw their acceptance(s), the Company shall, as soon as possible but in any event no later than seven (7) Business Days thereafter, return by ordinary post the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) lodged with the Form(s) of Acceptance to the relevant holder(s) of the Offer Shares at his/her/its own risk.

#### **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

**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.**

**EGM, THE A SHAREHOLDERS CLASS MEETING AND THE H SHAREHOLDERS CLASS MEETING**

The notices convening the EGM and the H Shareholders Class Meeting are set out in

For the avoidance of doubt, for beneficial owners of H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant, if you send the accompanying Form of Acceptance to the H Share Registrar by yourself directly, the acceptance of the H Share Buy-back Offer will be treated as invalid. Therefore, if the H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your H Share(s) is/are in the name of a nominee company or a name other than your own, you must take actions as mentioned above.

### **Procedures for voting**

If your H Share(s) has/have been lodged with your licensed securities dealer (or other registered dealer in securities or custodian bank) through CCASS and you intend to vote at the EGM and/or the H Shareholders Class Meeting (as applicable) or attend in person, you should instruct your licensed securities dealer (or other registered dealer in securities or custodian bank) to give instructions to HKSCC Nominees Limited on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer (or other registered dealer in securities or custodian bank) for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer (or other registered dealer in securities or custodian bank) as required by them.

If your H Share(s) has/have been lodged with your investor participant's account maintained with CCASS, you should authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.

For the avoidance of doubt, your vote will be invalid if you give voting instructions to the H Share Registrar by yourself directly. Therefore, if your H Share(s) has/have been lodged with your licensed securities dealer (or other registered dealer in securities or custodian bank) through CCASS, or lodged with your investor participant's account maintained with CCASS, you must take actions as mentioned above.

### **SETTLEMENT**

Pursuant to Rule 20.1 of the Takeovers Code, payment in cash in respect of acceptances of the H Share Buy-back Offer will be made no later than seven (7) Business Days after the later of the date on which (i) the H Share Buy-back Offer becomes, or are declared unconditional in all respects, and (ii) the duly completed acceptances of the H Share Buy-back Offer and the relevant documents of title of the Offer Shares in respect of such acceptances are received by or for the Company to render each such acceptance complete and valid. Relevant documents of title must be received by the H Share Registrar to render each acceptance of the H Share Buy-back Offer complete and valid. Remittances in respect of the H Shares tendered for acceptance and taken up by the Company under the H Share Buy-back Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted to the H Shareholders by ordinary post at their own risk.

If the H Share Buy-back Offer does not become unconditional, the title documents will be returned and/or sent to each accepting H Shareholder (by ordinary post at that H Shareholder's own risk) no later than seven (7) Business Days after the lapse of the H Share Buy-back Offer. In such an event, the Company will make an announcement in accordance with the Takeovers Code. Where any accepting H Shareholder has sent one or more transfer receipt(s) and in the meantime one or more share certificate(s) has/have been collected on that H Shareholder's behalf in respect thereof, that H Shareholder will be sent (by ordinary post at his/her/its own risk) such share certificate(s) in lieu of the transfer receipt(s).

No fractions of a cent (HK\$) will be payable, and the amount of the consideration payable to a H Shareholder who accepts the H Share Buy-back Offer will be rounded up to the nearest cent (HK\$).

### **HONG KONG STAMP DUTY**

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the H Share Buy-back Offer will be payable by the relevant H Shareholders at a rate of 0.1% of the higher of (i) the market value of the relevant H Shares accepting the H Share Buy-back Offer; or (ii) the consideration payable by the Company in respect of the relevant acceptances of the H Share Buy-back Offer, and will be deducted from the amount payable by the Company to the relevant H Shareholders on acceptance of the H Share Buy-back Offer.

The Company will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant H Shareholders accepting the H Share Buy-back Offer and will pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the H Share Buy-back Offer and the transfer of the Offer Shares.

### **RESPONSIBILITY FOR DOCUMENTS**

All communications, notices, Forms of Acceptance, proxy forms, the title documents and remittances to be delivered or sent by, to or from any H Shareholder will be delivered or sent by, to and from them, or their designated agents, at their risk and none of the Company, UBS, the H Share Registrar and Somerley or any of their respective directors or any other persons involved in the H Share Buy-back Offer accepts any liability for any loss or any other liabilities whatsoever which may rise as a result.

### **OVERSEAS H SHAREHOLDERS**

The Company intends to make the H Share Buy-back Offer available to all the H Shareholders (other than CIMC Group and its concert parties), including the Overseas H Shareholders. However, the H Share Buy-back Offer is in respect of securities of a company incorporated in the PRC and is subject to the procedural and disclosure requirements of Hong Kong which may be different from other jurisdictions. The availability of the H Share Buy-back Offer to any Overseas H Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas H Shareholders' participation

in the H Share Buy-back Offer may be subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the H Share Buy-back Offer. Overseas H Shareholders and beneficial owners of the H Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek their own legal advice in respect of the H Share Buy-back Offer.

It is the responsibility of the Overseas H Shareholders and overseas beneficial owners of the H Shares who wish to accept the H Share Buy-back Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the H Share Buy-back Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions). Any acceptance of the H Share Buy-back Offer by any Overseas H Shareholders and overseas beneficial owners of the H Shares will be deemed to constitute a representation and warranty from such Overseas H Shareholders or overseas beneficial owners of the H Shares, as applicable, to the Company and UBS that all applicable local laws and requirements have been observed and complied with. For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty. Overseas H Shareholders and overseas beneficial owners of the H Shares should consult their professional advisers if in doubt.

The Company, the Directors and parties acting in concert with any of them, UBS, Somerley, the H Share Registrar, any of their respective ultimate beneficial owners, directors, officers, agents, advisers and associates and any other person involved in the H Share Buy-back Offer shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Acceptance by any Overseas H Shareholders and overseas beneficial owners of the H Shares will be deemed to constitute a representation and warranty from such Overseas H Shareholders or overseas beneficial owners of the H Shares, as applicable, to the Company and UBS that the local laws and requirements have been complied with. Overseas H Shareholders and overseas beneficial owners of the H Shares should consult their professional advisers if in doubt.

As at the Latest Practicable Date, there were no Overseas H Shareholders on the H Share register of members of the Company.

## **TAXATION ADVICE**

H Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the H Share Buy-back Offer. None of the Company, the Directors, parties acting in concert with any of them, UBS,

## **GENERAL**

In considering what action to take, you must rely on your own consideration of the terms of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing. You should, if in any doubt, consult your professional advisers for professional advice.

Yours faithfully,  
For and on behalf of  
**UBS AG**  
(acting through its Hong Kong Branch)



**Samson Lo**  
*Managing Director*



**Jun Luo**  
*Managing Director*