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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)

**SUPPLEMENTAL NOTICE OF THE FIRST H SHAREHOLDERS'
CLASS MEETING OF 2020**

Reference is made to the notice of the First H Shareholders' Class Meeting of 2020 ("**First H Shareholders' Class Meeting of 2020**") of CIMC Vehicles (Group) Co., Ltd. (the "**Company**") dated 28 April 2020 ("**Notice of the Class Meeting**"). The First H Shareholders' Class Meeting of 2020 the Company will be held at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the People's Republic of China (the "**PRC**") on Monday, 22 June 2020 or immediately after the conclusion of the First Domestic Share Class Meeting of 2020.

The Board of Directors (the "**Board**" or "**Board of Directors**") of the Company had approved the relevant proposal in relation to the A share offering and listing ("**A Share Offering**" or "**A Share Offering and Listing**") on the ChiNext Market of the Shenzhen Stock Exchange ("**ChiNext Market**") on 6 May 2020 and 15 May 2020. On 15 May 2020, the Board received the Letter in Relation to Submitting the Interim Proposals to the General Meeting and Class Meetings of the Company from shareholder Xiang Shan Hua Jin Industrial Investment Partnership (Limited Partnership) (holding approximately 4.3% of the total issued share capital of the Company), who, as a shareholder individually holding more than 3% of the shares of the Company, proposed the additional submission of the following interim proposals at the First H Shareholders' Class Meeting of 2020: (1) the proposal on the plan for the A Share Offering and Listing on the ChiNext Market; (2) the proposal on the use of proceeds from A Share Offering and feasibility analysis on projects funded therefrom; (3) the proposal on grant of authorization by the general meeting for the Board to handle matters in relation to the A Share Offering and Listing on the ChiNext Market; (4) the proposal on the plan of distribution of accumulated profits prior to A Share Offering; (5) the proposal on the engagement of intermediaries for the A Share Offering and Listing on the ChiNext Market; (6) the proposal on the profit distribution policy and shareholder return plan for the next three years following the A Share Offering and Listing on the ChiNext Market; (7) the proposal on the plan of stabilization of the A Share price within three years following the A Share Offering and Listing on the ChiNext Market; (8) the proposal on dilution of current return as a result of A Share Offering and remedial measures; (9) the proposal on undertakings as to the A Share Offering and Listing on the ChiNext Market and restriction measures; (10) the proposal on the formulation of the Articles of Association (Draft) and appendixes thereto to be effective upon the A Share Offering and Listing on the ChiNext Market; and (11) the proposal on amendments to the Connected Transaction Management Rules. The Board believes that the above interim proposals comply with the requirements of relevant laws, regulations and the Articles of Association, and agrees to submit it at the First H Shareholders' Class Meeting of 2020 for consideration.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the First H Shareholders' Class Meeting of 2020 will be held as scheduled, at which the abovementioned additional resolutions will be considered, and if thought fit, approved, in addition to the resolutions set out in the Notice of the Class Meeting. The details are as follows. Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 28 April 2020 and the supplemental circular dated 3 June 2020.

The following resolutions will be considered and, if thought fit, approved by the H Shareholders at the First H Shareholders' Class Meeting of 2020:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on the engagement of intermediaries for the A Share Offering and Listing on the ChiNext Market:
 - 1.1 Proposed engagement of Haitong Securities Co., Ltd. as sponsor and lead underwriter for the A Share Offering and Listing of the Company;
 - 1.2 Proposed engagement of PricewaterhouseCoopers Zhong Tian LLP as auditor for the A Share Offering and Listing of the Company;
 - 1.3 Proposed engagement of Shu Jin Law Firm as the PRC lawyer of the issuer for the A Share Offering and Listing of the Company; and
 - 1.4 Proposed engagement of Jia Yuan Law Office as the PRC lawyer of the sponsor (lead underwriter) for the A Share Offering and Listing of the Company.
2. To consider and approve the proposal on undertakings as to the A Share Offering and Listing on the ChiNext Market and restriction measures;
3. To consider and approve the proposal on amendments to the Connected Transaction Management Rules of CIMC Vehicles (Group) Co., Ltd..

SPECIAL RESOLUTIONS

4. To consider and, if thought fit, to approve the amendments to the Articles of Association as specified in the circular of the Company dated 28 April 2020;
5. To consider and, if thought fit, to approve the amendments to the rules of procedure for the general meeting as specified in the circular of the Company dated 28 April 2020;
6. To consider and approve the proposal on the plan for the A Share Offering and Listing on the ChiNext Market:
 - 6.1 Class of shares;
 - 6.2 Nominal value of share;
 - 6.3 Offering size;

- 6.4 Target subscribers;
 - 6.5 Offering price;
 - 6.6 Method of offering;
 - 6.7 Method of underwriting;
 - 6.8 Timing of the offering and listing;
 - 6.9 Proposed place of listing;
 - 6.10 Validity period of the resolution; and
 - 6.11 Rights of the shareholders of A Share.
7. To consider and approve the proposal on the use of proceeds from A Share Offering and feasibility analysis on projects funded therefrom;
 8. To consider and approve the proposal on grant of authorization by the general meeting for the Board to handle matters in relation to the A Share Offering and Listing on the ChiNext Market;
 9. To consider and approve the proposal on the plan of distribution of accumulated profits prior to the A Share Offering;
 10. To consider and approve the proposal on the profit distribution policy and shareholder return plan for the next three years following the A Share Offering and Listing on the ChiNext Market;
 11. To consider and approve the proposal on the plan of stabilization of the A Share price within three years following the A Share Offering and Listing on the ChiNext Market;
 12. To consider and approve the proposal on dilution of current return as a result of A Share Offering and remedial measures;
 13. To consider and approve the proposal on the Articles of Association (Draft) and appendixes thereto which become effective upon the A Share Offering and Listing on the ChiNext Market.

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

Shenzhen, the PRC
3 June 2020

Notes:

1. This supplemental notice shall be read in conjunction with the relevant announcements of the Company dated 6 May 2020 and 15 May 2020, the relevant circular of the Company dated 28 April 2020 and the supplemental circular of the Company dated 3 June 2020.
2. Since the proxy form (the “**First Proxy Form**”) sent together with the announcement of the Company dated 28 April 2020 in relation to the notice of the First H Shareholders’ Class Meeting of 2020 does not contain the proposed additional resolutions as set out in this supplemental notice, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with the supplemental notice of Class Meeting and the supplemental circular of the Company dated 3 June 2020.
3. The Second Proxy Form for use at the First H Shareholders’ Class Meeting of 2020 is enclosed with this supplemental notice and is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cimvehiclesgroup.com>). Whether or not you intend to attend the First H Shareholders’ Class Meeting of 2020, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon no later than 24 hours before the time fixed for holding the First H Shareholders’ Class Meeting of 2020 or any adjournment thereof (as the case may be).
4. **IMPORTANT:** H Shareholder(s) who has already lodged the First Proxy Form with the Company should note that:
 - (i) If no Second Proxy Form is lodged with the Company’s H Share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H Shareholder(s) will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly proposed at the Class Meeting (including, if properly proposed, the resolution as set out in this supplemental notice) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - (ii) If the Second Proxy Form is lodged with the Company’s H Share registrar 24 hours prior to the time fixed for holding the First H Shareholders’ Class Meeting of 2020 or any adjournment thereof (the “**Closing Time**”), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the H Shareholder(s).
 - (iii) If the Second Proxy Form is lodged with Company’s H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the H Shareholder(s) under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s H Share registrar. Accordingly, H Shareholder(s) are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s H Share registrar before the Closing Time.

Completion and return of the First Proxy Form or the Second Proxy Form will not preclude you from attending and voting at the First H Shareholders’ Class Meeting of 2020 if you so wish.

5. For the purpose of holding the First H Shareholders’ Class Meeting of 2020, the register of members of Shares will be closed from Saturday, 23 May 2020 to Monday, 22 June 2020 (both days inclusive), during which period no transfer of H Shares will be registered.

In order to be qualified to attend and vote at the First H Shareholders’ Class Meeting of 2020, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 22 May 2020.

The H Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 22 May 2020 are entitled to attend and vote at the First H Shareholders’ Class Meeting of 2020.

6. Votes on the resolutions to be proposed at the First H Shareholders’ Class Meeting of 2020 shall be taken by way of poll.
7. H Shareholders who are entitled to attend and vote at the First H Shareholders’ Class Meeting of 2020 may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.

8. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
9. In order to be valid, the proxy form must be deposited, for holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited not less than 24 hours before the time appointed for holding the Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time to the same place as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the First H Shareholders' Class Meeting of 2020 or any adjourned meetings should they so wish.
10. Shareholders shall produce their identity documents and supporting documents in respect of the shares held when attending the First H Shareholders' Class Meeting of 2020. If corporate shareholders appoint authorised representative to attend the First H Shareholders' Class Meeting of 2020, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the First H Shareholders' Class Meeting of 2020.
11. Holders of H Shares who intend to attend the First H Shareholders' Class Meeting of 2020 should complete the reply slip and return it to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited by hand, by post or by fax on or before Tuesday, 2 June 2020.
12. The First H Shareholders' Class Meeting of 2020 is expected to be no more than an hour. H Shareholders attending the First H Shareholders' Class Meeting of 2020 shall be responsible for their own travel and accommodation expenses.
13. Contact details of the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: (+852) 2862 8628
Fax No.: (+852) 2865 0990

*As at the date of this notice, the Board comprises nine members, being Mr. Mai Boliang**, Mr. Li Guiping*, Ms. Zeng Beihua**, Mr. Wang Yu**, Mr. Huang Haicheng**, Mr. Chen Bo**, Mr. Feng Jinhua***, Mr. Fan Zhaoping*** and Mr. Cheng Hok Kai Frederick***.*

* *Executive Director*

** *Non-executive Directors*

*** *Independent non-executive Directors*