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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)

DESPATCH OF THE OFFER DOCUMENT RELATING TO (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

Financial Adviser to CIMC Vehicles (Group) Co., Ltd.



Independent Financial Adviser to the Independent H Shareholders



Reference is made to (i) the announcement issued by CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) dated 11 March 2024 pursuant to Rule 3.5 of the Takeovers Code; and (ii) the offer document dated 27 March 2024 despatched by the Company (the “**Offer Document**”), in relation to, among other things, the H Share Buy-back Offer and the Voluntary Withdrawal of Listing. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document, accompanied by the Form of Acceptance containing, among other things, (i) the terms and conditions of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; (ii) the expected timetable of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; and (iii) a letter of advice from the Independent Financial Adviser to the Independent H Shareholders in connection with the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, was despatched to the Shareholders on 27 March 2024 pursuant to the Takeovers Code.

Copies of the Offer Document and the accompanying Form of Acceptance are also available on the websites of the Hong Kong Stock Exchange and the Company.

EXPECTED TIMETABLE

The expected timetable set out below, as reproduced from the Offer Document, 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 times and dates contained in the Offer Document refer to Hong Kong time and dates.

Event	Time and Date
Despatch date of the Offer Document and commencement of the acceptance period ^(Note 1)	Wednesday, 27 March 2024
Latest time for lodging transfer of the H Shares in order to be entitled to attend and vote at the EGM and H Shareholders Class Meeting	4:30 p.m. on Friday, 12 April 2024
Closure of H Share register of members of the Company for the determination of entitlements to attend and vote at the EGM and H Shareholders Class Meeting	Monday, 15 April 2024 to Thursday, 18 April 2024 (both days inclusive)
Latest time for lodging forms of proxy in respect of:	
EGM ^(Note 2)	2:50 p.m. on Wednesday, 17 April 2024
H Shareholders Class Meeting ^(Note 2)	2:50 p.m. on Wednesday, 17 April 2024
Record date for the Shareholders for the EGM and the H Shareholders Class Meeting	Monday, 15 April 2024
EGM	2:50 p.m. on Thursday, 18 April 2024
A Shareholders Class Meeting	2:50 p.m. on Thursday, 18 April 2024

Event	Time and Date
H Shareholders Class Meeting	2:50 p.m. on Thursday, 18 April 2024
Date of announcement of the results of the EGM, H Shareholders Class Meeting and the A Shareholders Class Meeting on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cimcvehiclesgroup.com)	After trading hours of the Hong Kong Stock Exchange on Thursday, 18 April 2024
Reopening of the H Share register of members	Friday, 19 April 2024
First Closing Date	Thursday, 2 May 2024
Latest time for acceptance of the H Share Buy-back Offer on the First Closing Date ^(Note 3)	4:00 p.m. on Thursday, 2 May 2024
Announcement of the results of the H Share Buy-back Offer on the First Closing Date ^(Note 4)	By 7:00 p.m. on Thursday, 2 May 2024
Latest date for posting of remittances for the amounts due under the H Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Buy-back Offer on the First Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) ^(Note 5)	Monday, 13 May 2024
Last day of trading in the H Shares on the Hong Kong Stock Exchange (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above)	Friday, 24 May 2024
Latest time for the H Share Buy-back Offer to become or be declared unconditional as to acceptances (if not already unconditional)	7:00 p.m. on Monday, 27 May 2024
Final Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) ^(Note 6)	Thursday, 30 May 2024
Latest time for the H Share Buy-back Offer remaining open for acceptance on the Final Closing Date and the closing of the H Share Buy-back Offer (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above) ^(Note 6)	4:00 pm. on Thursday, 30 May 2024
Announcement of the results of the H Share Buy-back Offer on the Final Closing Date and the expected date of withdrawal of listing of the H Shares from the Hong Kong Stock Exchange (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above)	By 7:00 p.m. on Thursday, 30 May 2024

Event**Time and Date**

Withdrawal of listing of the H Shares from the Hong Kong Stock Exchange becoming effective (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above)	4:00 p.m. on Monday, 3 June 2024
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Latest date for posting of remittances for the amounts due under the H Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Buy-back Offer on the Final Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date as outlined above)	Tuesday, 11 June 2024
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Notes:

1. The H Share Buy-back Offer is made on Wednesday, 27 March 2024, the date of posting of the Offer Document, and is capable of being accepted on and from this date until the First Closing Date or the Final Closing Date (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date) (as the case may be).
2. For H Shareholders, the proxy forms shall be provided to the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong or to the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC. Completion and return of a proxy form for the EGM and/or the H Shareholders Class Meeting will not preclude a Shareholder or an H Shareholder (as the case may be) from attending the EGM and/or the H Shareholders Class Meeting and, as the case may be, voting in person if he/she/it so wishes. In such event, the returned proxy form will be deemed to have been revoked.
3. The procedures for acceptance and settlement of the H Share Buy-back Offer and related information are set out in Appendix I to the Offer Document and in the accompanying Form of Acceptance. Acceptances of the H Share Buy-back Offer should be received by the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event by no later than 4:00 p.m. on 2 May 2024 or such later time(s) and/or date(s) as the Company may determine and announce in accordance with the Takeovers Code.
4. The Company will issue an announcement on the Company’s and the Hong Kong Stock Exchange’s respective websites by 7:00 p.m. on the First Closing Date stating the results of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing and whether the H Share Buy-back Offer has been revised or extended, have lapsed or have become or been declared unconditional.
5. Remittances in respect of the cash consideration under the H Share Buy-back Offer will be posted to the accepting H Shareholders by ordinary post at their own risk as soon as possible but in any event no later than seven (7) Business Days after the later of the date of receipt by the H Share Registrar, of duly completed Form of Acceptance and the relevant documents or the date the H Share Buy-back Offer and Voluntary Withdrawal of Listing become or are declared unconditional.
6. In compliance with the Note to Rule 2.2 and Rule 15.3 of the Takeovers Code, the H Share Buy-back Offer will remain open for acceptance for 28 days which is a longer period than normally required by Rule 15.3 of the Takeovers Code after it has been declared unconditional in all respects. Hence, the latest time to receive acceptances under the H Share Buy-back Offer will be 4:00 p.m. on 30 May 2024 (assuming the H Share Buy-back Offer has become unconditional in all respects on the First Closing Date).

WARNING

H Shareholders and potential investors of the Company should note that the H Share Buy-back Offer is subject to the satisfaction of the Conditions in all respects. Accordingly, the H Share Buy-back Offer may or may not become unconditional. H Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

Shareholders are reminded to read the 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.

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

Hong Kong, 27 March 2024

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

* *Executive Director*

** *Non-executive Directors*

*** *Independent non-executive Directors*

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.