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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Huazhong In-Vehicle Holdings Company Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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**HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED**

**華眾車載控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6830)**

**RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF THE ISSUE MANDATE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at 中國浙江省寧波市高新區清水橋路595號25號樓二樓會議室 (Meeting Room, 2/F., Building No. 25, No. 595, Qingshuiqiao Road, Gaoxin District, Ningbo City, Zhejiang Province, China\*) on Thursday, 7 June 2018 at 2:30 p.m. is set out on pages 16 to 19 of this circular.

A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cn-huazhong.com>).

Whether or not you are able to attend the annual general meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish.

27 April 2018

\* *The English translation is for reference only*



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## DEFINITIONS

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

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|---------------------------|---|
| “Annual General Meeting”  | an annual general meeting of the Company to be held at 中國浙江省寧波市高新區清水橋路595號25號樓二樓會議室 (Meeting Room, 2/F., Building No. 25, No. 595, Qingshuiqiao Road, Gaoxin District, Ningbo City, Zhejiang Province, China*) on Thursday, 7 June 2018 at 2:30 p.m., the notice of which is set out on pages 16 to 19 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company currently in force   |
| “Board”                   | the board of Directors  |
| “Company”                 | Huazhong In-Vehicle Holdings Company Limited (華眾車載控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange  |
| “Director(s)”             | the director(s) of the Company  |
| “Group”                   | the Company and its subsidiaries  |
| “HK\$” and “HK cent(s)”   | Hong Kong dollars and cent(s), respectively, the lawful currency of Hong Kong   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Issue Mandate”           | has the same meaning as defined in paragraph 3(a) of the letter from the Board which is set out on page 4 of this circular  |
| “Latest Practicable Date” | 18 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular   |
| “Listing Date”            | 12 January 2012, the date on which dealings in the Shares commenced on the Stock Exchange   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Repurchase Mandate”      | has the same meaning as defined in paragraph 3(b) of the letter from the Board which is set out on page 5 of this circular  |

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## DEFINITIONS

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| “RMB”            | Renminbi, the lawful currency of the PRC  |
| “SFO”            | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong  |
| “Shares(s)”      | ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s)   |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong   |
| “%”              | per cent  |

*\* The English translation is for reference only*

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**LETTER FROM THE BOARD**

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**HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED**  
**華眾車載控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6830)**

*Executive Directors:*

Mr. Zhou Minfeng (*Chairman*)  
Mr. Li Xuejun (*Chief Executive Officer*)  
Mr. Chang Jingzhou

*Non-executive Directors:*

Ms. Lai Cairong  
Mr. Wang Yuming  
Mr. Guan Xin  
Mr. Liu Genyu

*Independent Non-executive Directors:*

Mr. Wong Luen Cheung Andrew (*Vice-chairman*)  
Mr. Yu Shuli  
Mr. Tian Yushi  
Mr. Xu Jiali

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of*

*Business in Hong Kong:*  
Room 1704, 17/F., Tai Yau Building  
181 Johnston Road  
Wanchai  
Hong Kong

27 April 2018

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF THE ISSUE MANDATE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors; and (iv) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised of Mr. Zhou Minfeng, Mr. Li Xuejun and Mr. Chang Jingzhou as executive Directors, Ms. Lai Cairong, Mr. Wang Yuming, Mr. Guan Xin and Mr. Liu Genyu as non-executive Directors and Mr. Wong Luen Cheung Andrew, Mr. Yu Shuli, Mr. Tian Yushi and Mr. Xu Jiali as independent non-executive Directors.

Pursuant to Article 83(3) of the Articles of Association, Mr. Li Xuejun, who was appointed as an executive Director on 1 September 2017, will hold office only until or subject to re-election at the Annual General Meeting, being eligible, will offer himself for re-election at the Annual General Meeting.

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, Mr. Wong Luen Cheung Andrew, Mr. Yu Shuli, Mr. Tian Yushi and Mr. Xu Jiali shall retire from office at the Annual General Meeting, being eligible, will offer themselves for re-election at the Annual General Meeting.

Each of Mr. Wong Luen Cheung Andrew, Mr. Yu Shuli, Mr. Tian Yushi and Mr. Xu Jiali has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Wong Luen Cheung Andrew, Mr. Yu Shuli, Mr. Tian Yushi and Mr. Xu Jiali is independent in accordance with the independence guidelines. Hence, the Company recommends Mr. Wong Luen Cheung Andrew, Mr. Yu Shuli, Mr. Tian Yushi and Mr. Xu Jiali to be re-elected as independent non-executive Directors.

Details of the Directors who will be proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### 3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 7 June 2017, ordinary resolutions were passed by the Shareholders to grant the existing general mandates to the Directors to issue and repurchase Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with additional Shares of up to 353,838,760 Shares, being 20% of the issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting on the basis that 1,769,193,800 Shares were in issued as at the Latest Practicable Date and no further Shares are issued or repurchased before the Annual General Meeting (the “**Issue Mandate**”);

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## LETTER FROM THE BOARD

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- (b) to exercise all powers of the Company to repurchase Shares on the Stock Exchange of up to 176,919,380 Shares, being 10% of the issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting on the basis that 1,769,193,800 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased before the Annual General Meeting (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by adding the amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

Each of the Issue Mandate and the Repurchase Mandate will expire at the earliest of:

- (a) the conclusion of the Company’s next annual general meeting; or
- (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

#### 4. CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of the shareholders to attend and vote at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Friday, 1 June 2018 to Thursday, 7 June 2018, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to be eligible to attend and vote at the forthcoming Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 May 2018.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cn-huazhong.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. VOTING BY POLL

Pursuant to the rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions set out in the notice of the Annual General Meeting will be taken by way of poll. The chairman would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Huazhong In-Vehicle Holdings Company Limited**  
**Zhou Minfeng**  
*Chairman*



The following are details of the Directors who will be proposed to be re-elected at the Annual General Meeting.

**Mr. Li Xuejun (李學軍) (“Mr. Li”)**, aged 52, was appointed as an executive Director and the chief executive officer on 1 September 2017. He has over 24 years of experience in the car industry in PRC. Mr. Li obtained his bachelor’s degree in Industry Automation from Shandong University of Technology (山東工業大學) in July 1986 and his master’s degree in Economics from Renmin University of China (中國人民大學) in July 1993. Mr. Li had been a teacher in Shandong Taian Machinery and Electronic Industry Training Centre\* (山東泰安機械電子工業局培訓中心), the managing director of Beijing Tiancifu Bioengineering Co., Ltd.\* (北京天賜福生物工程有限公同), a vice general manager of Shenyang Jinbei Coach Manufacturing Co., Ltd.\* (瀋陽金杯客車有限公司), the technical representative in Shandong Juli Group Co., Ltd.\* (山東巨力股份有限公司), a vice president and a member of the party committee in BAIC Motor Corporation Ltd.\* (北京汽車股份有限公司), the secretary of the party committee in Beijing Hainachuan Automotive Parts Co., Ltd.\* (北京海納川汽車部件股份有限公司), and the chairman of supervisory committee in Inalfa Roof Systems Group B.V.

In addition, Mr. Li had been appointed as a director of a number of listed companies, such as Beiqi Foton Motor Co., Ltd.\* (北汽福田汽車股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600166) (from June 2013 to November 2016), Xiezhong International Holdings Limited, a company listed on the Stock Exchange (stock code: 3663) (from August 2014 to August 2016) and Shandong Binzhou Bohai Piston Co., Ltd.\* (山東濱州渤海活寒股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600960) (from November 2015 to December 2016).

Mr. Li has entered into a service agreement with the Company commencing from 1 September 2017 and, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company, will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other.

As at the Latest Practicable Date, Mr. Li is entitled to an annual salary of RMB500,000 which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Li does not have any interest or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Li has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Li and the Company are not aware of any other matters that need to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

\* For identification purpose only

**Mr. Wong Luen Cheung Andrew (王聯章) (“Mr. Wong”)**, aged 60, was appointed as an independent non-executive Director on 8 April 2015. Mr. Wong is currently an independent non-executive director of CITIC Bank, the chairman of its nomination and remuneration committees and a member of its audit and related party transactions control committee, an independent director of CANADIAN SOLAR INC and an independent non-executive director of ACE Life Insurance Co., Ltd. Mr. Wong is also a director of China Overseas Friendship Association. Since January 2013, he has been a member of the eleventh Chinese People’s Political Consultative Conference, Shaanxi Provincial Committee, Xian, China.

Mr. Wong held various senior positions at the Royal Bank of Canada, including the assistant representative for China operations, representative of southern China, the branch manager of the Shanghai branch. He also held various positions at the Union Bank of Switzerland, including head of China desk and an executive director of debt capital markets. Mr. Wong previously also served as a director of China Citicorp International Limited, a merchant banking arm of Citibank. Further, Mr. Wong was the head of Greater China business of Hang Seng Bank Limited and the managing director of corporate and investment banking — Greater China of DBS Bank Limited, Hong Kong.

Mr. Wong has been a member of the Shenzhen Committee of the Chinese People’s Political Consultative Conference since 2002. Mr. Wong was awarded the National Excellent Independent Director by the Shanghai Stock Exchange in 2010. Mr. Wong also received the Medal of Honour (Hong Kong SAR) from the Hong Kong SAR Government in 2011.

Mr. Wong was an independent non-executive director of China Minsheng Banking Corp., Ltd., a company listed on the Stock Exchange and the Shanghai Stock Exchange, from July 2006 to May 2012, and was also a member of its audit committee, risk management committee and nomination committee and the chairman of its compensation and remuneration committee. Mr. Wong was also a non-executive director of Intime Department Store (Group) Company Limited, a company listed on the Stock Exchange from 31 May 2013 to 5 September 2014.

Mr. Wong has entered into a letter of appointment with the Company for a term of three years with effect from 29 May 2015, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company during his tenure, unless a three-month notice in writing is served by Mr. Wong to the Company for resignation or a notice in writing is served by the Company specifying immediate termination of his position as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Wong is entitled to a Director’s emolument at RMB60,000 per month which was determined by the Board with reference to the current remuneration of the independent no-executive Directors and is subject to review by the remuneration committee of the Board.

As at the Latest Practicable Date, Mr. Wong has interest in 2,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Wong has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Wong and the Company are not aware of any other matters that needs to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Yu Shuli (於樹立)** (“**Mr. Yu**”), aged 69, was appointed as an independent non-executive Director on 7 December 2011. He is also the chairman of the audit committee and the remuneration committee of the Company and a member of the nomination committee of the Company. Mr. Yu received a diploma in economics from Shanghai Financial School (上海財經學院) in July 1985. Mr. Yu served as the head of financial department, vice general accountant, general accountant and head of the factory of Aerospace Shanghai Xinxin Machine Factory (航天部上海新新機器廠) from 1986 to 1997. Mr. Yu then joined Shanghai Delphi Automotive Air Conditioning Systems Co., Ltd. (上海德爾福汽車空調系統有限公司) and worked as a general manager until June 2006. Subsequently, Mr. Yu served as the head of the Shanghai Automotive Air Conditioner Factory (上海汽車空調器廠) until November 2008. Mr. Yu currently serves as the director of Zhejiang Sanhua Co., Ltd. (浙江三花股份有限公司) since April 2006. Mr. Yu became a qualified senior accountant in the PRC in August 1995. Subsequently, Mr. Yu served as an independent executive of Ningbo Huaxiang Electronics (寧波華翔電子股份有限公司), a company listed on Shenzhen Stock Exchange, from January 2008 to December 2013 and has been a supervisor of Ningbo Huaxiang Electronics since January 2014.

Mr. Yu has entered into a letter of appointment with the Company for a term of three years with effect from 16 June 2016, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company held during his tenure, unless a three-month notice in writing is served by Mr. Yu to the Company for resignation or a notice in writing is served by the Company with immediate termination of his position as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Yu is entitled to a Director’s emolument at HK\$240,000 per annum which was determined upon negotiation between Mr. Yu and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company, the amount of time to be devoted to the Company’s business, the financial position of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Yu has no interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Yu has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Yu and the Company are not aware of any other matters that needs to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Tian Yushi (田雨時) (“Mr. Tian”)**, aged 72, was appointed as an independent non-executive Director on 7 December 2011. Mr. Tian is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Tian received the bachelor’s degree in machinery from Harbin Industrial University (哈爾濱工業大學) in July 1970 and the bachelor’s degree in party policy management (黨政管理) from correspondence school of CPC Central Committee Party School (中共中央黨校函授學院) in December 1992. Mr. Tian served various positions in China First Automobile Group (中國第一汽車集團公司) (formerly known as CPC First Automobile Factory (中共第一汽車製造廠)), a state-owned enterprise which is principally engaged in automobile manufacturing, including department head of the party committee, director for production and dispatching, general director for dispatching, assistant to the general manager and director for coordination and supporting from May 1991 to January 2000. Mr. Tian was then designated as the general manager of Fawer Automotive Parts Company Ltd. (富奧汽車零部件有限公司), a subsidiary of China First Automobile Group in January 2000. From January 2000 to July 2005, Mr. Tian also served as the chairman of more than 12 subsidiaries of First Automobile Works (第一汽車集團公司). Mr. Tian was appointed as senior consultant of China Auto Parts & Accessories Corp. (中國汽車零部件工業公司) in October 1996. Mr. Tian currently serves as an evaluation expert of the Investment Projects of Jilin Province and an evaluation expert of the Key Projects of Changchun.

Mr. Tian has entered into a letter of appointment with the Company for a term of three years with effect from 16 June 2016, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company during his tenure, unless a three-month notice in writing is served by Mr. Tian to the Company for resignation or a notice in writing is served by the Company specifying immediate termination of his position as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Tian is entitled to a Director’s emolument at HK\$240,000 per annum which was determined upon negotiation between Mr. Tian and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company, the amount of time to be devoted to the Company’s business, the financial position of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Tian has no interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Tian has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Tian and the Company are not aware of any other matters that needs to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Tian that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Xu Jiali (徐家力)** (“Mr. Xu”), aged 57, was appointed as an independent non-executive Director on 31 July 2013. Mr. Xu is also a member of the audit committee of the Company. He has been the Head of the Institute of Law of Beijing Academy of Social Sciences (北京市社會科學院法學研究所) since April 2013, the Associate Dean of the Lawyer College of Renmin University of China (中國人民大學律師學院) since 2012 and a director and tutor of PhD students of the Center for Intellectual Property Rights Studies of China University of Political Science and Law (中國政法大學知識產權研究中心) since 2007. Mr. Xu obtained a bachelor’s degree in laws from Peking University (北京大學) in 1983 and further obtained his master’s degree and doctoral degree in laws from China University of Political Science and Law (中國政法大學) in 1986 and 2000 respectively. He is a practicing lawyer in the People’s Republic of China and is a founding partner of Longan Law Firm (隆安律師事務所). Mr. Xu was the Dean of the Law School of Guizhou Normal University (貴州師範大學法學院) from 2004 to 2007. He served as a director and the executive vice-president of the Beijing Lawyers Association (北京律師協會) from 1995 to 2005 and a prosecutor of the Supreme People’s Procuratorate of the People’s Republic of China (中華人民共和國最高人民檢察院) from 1986 to 1992.

Mr. Xu has entered into a letter of appointment with the Company for a term of three years with effect from 29 May 2015, subject to re-election when appropriate in accordance with the Articles of Associations at the annual general meeting of the Company during his tenure, unless a three-month notice in writing is served by Mr. Xu to the Company for resignation or a notice in writing is served by the executive Company specifying immediate termination of his position as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Xu is entitled to a Director’s emolument at HK\$240,000 per annum which was determined with reference to the current remuneration of the independent non-executive Directors and is subject to review by the remuneration committee of the Board.

As at the Latest Practicable Date, Mr. Xu has no interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Xu has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Xu and the Company are not aware of any other matters that need to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

**1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued shares of the Company are 1,769,193,800 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 176,919,380 Shares, representing 10% of the amount of Shares in issue as at the Latest Practicable Date.

**2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and any other applicable laws, as the case may be.

**4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Huayou Holdings Company Limited holds 1,318,350,000 Shares, representing 74.52% of the issued shares of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Repurchase Mandate, then (if the present shareholdings otherwise remain the same) the interests of Huayou Holdings Company Limited would increase to approximately 82.80% of the issued shares of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the amount of Shares held by the public to less than 25% of the total issued shares of the Company. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

**6. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.



**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

| <b>Month</b>                              | <b>Highest<br/>HK\$</b> | <b>Lowest<br/>HK\$</b> |
|---|-------------------------|------------------------|
| <b>2017</b>                               |                         |                        |
| April                                     | 0.882                   | 0.791                  |
| May                                       | 0.855                   | 0.809                  |
| June                                      | 0.955                   | 0.710                  |
| July                                      | 0.810                   | 0.690                  |
| August                                    | 0.870                   | 0.700                  |
| September                                 | 0.740                   | 0.660                  |
| October                                   | 0.890                   | 0.740                  |
| November                                  | 0.880                   | 0.820                  |
| December                                  | 0.890                   | 0.840                  |
| <b>2018</b>                               |                         |                        |
| January                                   | 0.920                   | 0.860                  |
| February                                  | 1.420                   | 0.890                  |
| March                                     | 1.530                   | 1.380                  |
| April (up to the Latest Practicable Date) | 1.410                   | 1.220                  |

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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# HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED 華眾車載控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6830)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Huazhong In-Vehicle Holdings Company Limited (the “**Company**”) will be held at 中國浙江省寧波市高新區清水橋路595號25號樓二樓會議室 (Meeting Room, 2/F., Building No. 25, No. 595, Qingshuiqiao Road, Gaoxin District, Ningbo City, Zhejiang Province, China\*) on Thursday, 7 June 2018 at 2:30 p.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors of the Company (the “**Director(s)**”) and the auditors of the Company for the year ended 31 December 2017.
2. To re-elect Mr. Li Xuejun as an executive Director.
3. To re-elect Mr. Wong Luen Cheung Andrew as an independent non-executive Director.
4. To re-elect Mr. Yu Shuli as an independent non-executive Director.
5. To re-elect Mr. Tian Yushi as an independent non-executive Director.
6. To re-elect Mr. Xu Jiali as an independent non-executive Director.
7. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
8. To re-appoint Ernst & Young as the auditor of the Company and to authorize the Board to fix its remuneration.

### SPECIAL BUSINESS

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the amount of the issued shares of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required any applicable laws to be held or by the articles of association of the Company; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in accordance with all applicable laws, rules and regulations;
- (b) the total amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the amount of the issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 9 and 10 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in

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## NOTICE OF ANNUAL GENERAL MEETING

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item 10 of the Notice, provided that such amount shall not exceed 10% of the amount of the issued shares of the Company in issue on the date of the passing of this resolution.”

By order of the Board  
**Huazhong In-Vehicle Holdings Company Limited**  
**Zhou Minfeng**  
*Chairman*

Hong Kong, 27 April 2018

*As at the date of this notice, the executive Directors are Mr. Zhou Minfeng, Mr. Li Xuejun and Mr. Chang Jingzhou; the non-executive Directors are Ms. Lai Cairong, Mr. Wang Yuming, Mr. Guan Xin and Mr. Liu Genyu; and the independent non-executive Directors are Mr. Wong Luen Cheung Andrew, Mr. Yu Shuli, Mr. Tian Yushi and Mr. Xu Jiali.*

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Friday, 1 June 2018 to Thursday, 7 June 2018, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to be eligible to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 May 2018.

*\* The English translation is for reference only*