
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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)

DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary 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 16 July 2018 at 2:30 p.m. is set out on pages 5 to 6 of this circular.

A form of proxy for use at the extraordinary 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 extraordinary 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 extraordinary 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 extraordinary general meeting if they so wish.

19 June 2018

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DEFINITIONS

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

“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 Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary 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 16 July 2018 at 2:30 p.m., to consider and, if thought fit, approve the declaration of final dividend, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region
“Latest Practicable Date”	13 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	ordinary share(s) with a par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

** The English translation is for reference only*

LETTER FROM THE BOARD

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 K1-1111
Cayman Islands

Principal Place of

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

19 June 2018

To the Shareholders

Dear Sir or Madam,

DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the EGM for the declaration of final dividend.

LETTER FROM THE BOARD

2. FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of the Shareholders to attend and vote at the forthcoming EGM, the register of members of the Company will be closed from Tuesday, 10 July 2018 to Monday, 16 July 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 EGM, 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 Monday, 9 July 2018.

As stated in the announcement issued by the Company dated 28 March 2018 relating to the annual results of the Group for the year ended 31 December 2017, the Board recommended the payment of a final dividend of RMB0.4810 cent per Share for the year ended 31 December 2017 (the "**2017 Final Dividend**") to the Shareholders. Furthermore, as stated in the announcement issued by the Company dated 11 June 2018, the 2017 Final Dividend would be payable to the Shareholders whose names appear on the register of members of the Company on Friday, 27 July 2018. The proposed 2017 Final Dividend is subject to approval by the Shareholders at the EGM and a resolution will be proposed to the Shareholders for voting at the EGM. If the resolution for the proposed 2017 Final Dividend is passed at the EGM, the proposed 2017 Final Dividend is expected to be paid on or before Friday, 14 September 2018.

The register of members of the Company will also be closed from Tuesday, 24 July 2018 to Friday, 27 July 2018, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to the proposed 2017 Final Dividend, 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 Monday, 23 July 2018.

3. EGM

A notice of the EGM is set out on pages 5 to 6 of this circular.

A form of proxy for use at the EGM 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

The resolution set out in the notice of the EGM will be taken by way of poll. The chairman would explain the detailed procedures for conducting a poll at the commencement of the EGM.

LETTER FROM THE BOARD

4. RECOMMENDATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

The Board considers that the proposed 2017 Final Dividend is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution as set out in the notice of the EGM to approve the proposed 2017 Final Dividend.

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

NOTICE OF EGM

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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary 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 Monday, 16 July 2018 at 2:30 p.m. for the following purpose:

ORDINARY RESOLUTION

To approve and declare a final dividend of RMB0.4810 cent per share for the year ended 31 December 2017 to the shareholders of the Company which shall be paid out of the share premium and capital reserve of the Company.

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

Hong Kong, 19 June 2018

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.

NOTICE OF EGM

4. The register of members of the Company will be closed from Tuesday, 10 July 2018 to Monday, 16 July 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 Monday, 9 July 2018.
5. The register of members of the Company will also be closed from Tuesday, 24 July 2018 to Friday, 27 July 2018, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer 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 Monday, 23 July 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.

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