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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 your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Vehicle Components Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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 howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



### CHINA VEHICLE COMPONENTS TECHNOLOGY HOLDINGS LIMITED

中國車輛零部件科技控股有限公司

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

**(Stock Code: 1269)**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) RE-ELECTION OF DIRECTORS,  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Vehicle Components Technology Holdings Limited, to be held at Guangzhou Room, 5/F, Four Points by Sheraton Shenzhen, 5 Guihua Road, Futian Free Trade Zone, Shenzhen, Guangdong Province, the PRC on Sunday, 9 June 2013 at 9:30 a.m. is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to China Vehicle Components Technology Holdings Limited's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## EXPECTED TIMETABLE

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Latest time for lodging transfer forms of

Shares to qualify for entitlements to

attend and vote at the AGM . . . . . 4:30 p.m. on Tuesday, 4 June 2013

Closure of Register of Members (both dates inclusive) . . . . . from Wednesday, 5 June 2013  
to Friday, 7 June 2013

Latest time for lodging forms of proxy for the

AGM (in any event not less than 48 hours

before the time appointed for holding the

AGM or any adjournment thereof) . . . . . 9:30 a.m. on Friday, 7 June 2013

Date and time of the AGM . . . . . 9:30 a.m. on Sunday, 9 June 2013

*Notes:*

1. All dates and time set out in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

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## DEFINITIONS

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

|                           |                                                                                                                                                                                                                                                                                                       |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM”                     | the annual general meeting of the Company to be convened and held at Guangzhou Room, 5/F, Four Points by Sheraton Shenzhen, 5 Guihua Road, Futian Free Trade Zone, Shenzhen, Guangdong Province, the PRC on Sunday, 9 June 2013 at 9:30 a.m., or where the context so admits, any adjournment thereof |
| “Articles”                | the memorandum and articles of association of the Company, adopted on 19 October 2011 and as amended from time to time                                                                                                                                                                                |
| “associates”              | has the meaning ascribed thereto in the Listing Rules                                                                                                                                                                                                                                                 |
| “Board”                   | the board of Directors                                                                                                                                                                                                                                                                                |
| “BVI”                     | the British Virgin Islands                                                                                                                                                                                                                                                                            |
| “Companies Law”           | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands                                                                                                                                                                                                         |
| “Company”                 | China Vehicle Components Technology Holdings Limited (中國車輛零部件科技控股有限公司), a limited liability company incorporated in the Cayman Islands on 27 April 2011                                                                                                                                               |
| “Controlling Shareholder” | has the meaning ascribed thereto in the Listing Rules                                                                                                                                                                                                                                                 |
| “Director(s)”             | director(s) of the Company or any one of them                                                                                                                                                                                                                                                         |
| “Group”                   | the Company and its subsidiaries                                                                                                                                                                                                                                                                      |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                                                                |
| “Issue Mandate”           | a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares of up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate                                 |
| “Latest Practicable Date” | 23 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein                                                                                                                                                         |

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## DEFINITIONS

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|                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Listing Rules”              | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| “Plenty Venture”             | Plenty Venture Holdings Limited (盛源控股有限公司), a company incorporated in the BVI with limited liability on 1 July 2010, and a Shareholder which is owned as to 63.93% by Zhao Zhijun (趙志軍) (an executive Director), 5.48% by Liu Baojun (劉保軍), 4.57% by Zhao Zeng (趙增), 4.57% by Wang Wenbo (王文波) (an executive Director), 3.65% by Yang Weixia (楊瑋霞) (an executive Director), 4.57% by Zhu Xinyao (褚新耀), 4.57% by Liu Yonghong (劉永紅), 4.57% by Chu Zihua (朱自華), and 4.11% by Liu Jinyong (劉金永), all being the senior management of the Group |
| “PRC”                        | the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan                                                                                                                                                                                                                                                                                                                                                                                       |
| “Register”                   | the register of members of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| “Repurchase Mandate”         | a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate                                                                                                                                                                                                                                                                                                           |
| “SFO”                        | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “Share(s)”                   | ordinary share(s) in the share capital of the Company, with a nominal value of HK\$0.10 each                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Shareholder(s)”             | holder(s) of the Share(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| “Substantial Shareholder(s)” | has the meaning ascribed thereto in the Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| “Takeovers Code”             | The Hong Kong Code on Takeovers and Mergers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “Wealth Max”                 | Wealth Max Holdings Limited, a company incorporated in the BVI with limited liability on 12 July 2010, our controlling shareholder and is wholly beneficially owned by Mr. Wilson Sea (formerly known as Mr. Xi Chunying)                                                                                                                                                                                                                                                                                                                  |
| “%”                          | per cent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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## LETTER FROM THE BOARD

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### CHINA VEHICLE COMPONENTS TECHNOLOGY HOLDINGS LIMITED 中國車輛零部件科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1269)

*Executive Directors:*

Mr. Zhao Zhijun (*Chief Executive Officer*)

Mr. Wang Wenbo

Ms. Yang Weixia

*Non-executive Directors:*

Mr. Wilson Sea (*Chairman*)

(formerly known as Mr. Xi Chunying)

Mr. Xie Qingxi

Mr. Fu Pengxu

*Independent Non-executive Directors:*

Mr. Chu Kin Wang, Peleus

Mr. Li Zhiqiang

Mr. Zhang Jinhua

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business  
in Hong Kong:*

Unit 390, 3rd Floor

Peninsula Centre

67 Mody Road

Tsimshatsui East

Kowloon

Hong Kong

29 April 2013

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) RE-ELECTION OF DIRECTORS,  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) the grant of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Directors to issue such number of new Shares equivalent to the number of Shares repurchased by the Company under the Repurchase Mandate; and
- (b) the re-election of Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, being a fresh general mandate to the Directors to exercise the powers of the Company to repurchase, in the terms as stated in such ordinary resolution, Shares in and up to a maximum of 10% of the issued share capital of the Company at the date of passing of such ordinary resolution.

In addition, two ordinary resolutions will be proposed at the AGM, (1) to grant to the Directors the Issue Mandate, being a general mandate to allot, issue and deal with additional Shares in and up to a maximum of 20% of the issued share capital of the Company as at the date of passing of such resolution; and (2) to increase the number of Shares which may be allotted and issued under the Issue Mandate by such number of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, a total of 320,000,000 Shares were in issue. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of passing the abovementioned resolution in respect of the Issue Mandate, the maximum number of Shares that may be issued by the Directors pursuant to the Issue Mandate is 64,000,000 Shares.

The Issue Mandate (including the extended Issue Mandate) and/or the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (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 the Articles or any applicable laws and regulations of the Cayman Islands to be held; or (iii) the date on which the authority set out in the resolution for the approval of the Issue Mandate or the resolution for the approval of the Repurchase Mandate is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### EXPLANATORY STATEMENT

An explanatory statement, as required under the Listing Rules, regarding the repurchase by companies with primary listings on the Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate, is set out in the Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with articles 84(1) and 84(2) of the Articles, Mr. Zhao Zhijun, Mr. Wang Wenbo and Ms. Yang Weixia will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Information on the retiring Directors proposed to be re-elected at the AGM is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

Set out on pages 14 to 17 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the resolutions relating to, among other things, the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed. If you are not able to attend the AGM in person, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The Register will be closed from Wednesday, 5 June 2013 to Friday, 7 June 2013 (both days inclusive) during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4 June 2013.

Pursuant to 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, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

### RECOMMENDATION

The Board considers that the grant of the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, and the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

### ADDITIONAL INFORMATION

The Company will publish an announcement on the outcome of the AGM on 9 June 2013.

Your attention is also drawn to the additional information set out in the Appendices to this circular.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY OF DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement contained herein or this circular misleading.

Yours faithfully,

For and on behalf of the Board of

**China Vehicle Components Technology Holdings Limited**

**Wilson SEA**

*Chairman*

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## APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

### LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

### SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 320,000,000 Shares. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 32,000,000 Shares, representing 10% of the issued share capital of the Company as at the date of the resolution granting the Repurchase Mandate.

### SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months preceding the Latest Practicable Date were as follows:

|                                           | Price per Share |                |
|-------------------------------------------|-----------------|----------------|
|                                           | Highest<br>HK\$ | Lowest<br>HK\$ |
| <b>2012</b>                               |                 |                |
| April                                     | 2.85            | 2.35           |
| May                                       | 2.41            | 2.24           |
| June                                      | 2.45            | 2.18           |
| July                                      | 2.40            | 2.20           |
| August                                    | 2.25            | 2.00           |
| September                                 | 2.15            | 1.94           |
| October                                   | 2.08            | 1.97           |
| November                                  | 2.02            | 1.57           |
| December                                  | 1.74            | 1.56           |
| <b>2013</b>                               |                 |                |
| January                                   | 1.67            | 1.46           |
| February                                  | 1.58            | 1.50           |
| March                                     | 1.90            | 1.52           |
| April (up to the Latest Practicable Date) | 1.87            | 1.40           |

**REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASES**

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or subject to the Companies Law, out of capital provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2012) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose 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 its gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

**DIRECTORS' DEALING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

**EFFECT OF THE TAKEOVERS CODE**

A repurchase of Shares may result in an increase in the proportionate interests of a Shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, there were 122,520,000 Shares are held by Wealth Max, which is wholly beneficially owned by Mr. Wilson Sea (formerly known as Mr. Xi Chunying), representing approximately 38.29% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Wealth Max and there is no other change to the issued share capital of the Company, the shareholdings of Wealth Max in the Company will be increased to approximately 42.54%. Based on the information known to date, the Directors consider that such increase in the shareholding of Wealth Max would give rise to an obligation to make a mandatory offer under the Takeovers Code as a result of repurchase to be made in full under the Repurchase Mandate. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under the Takeovers Code.

The Directors have no present intention to repurchase Shares to such extent which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company whether on the Stock Exchange or otherwise in the six months immediately preceding the Latest Practicable Date.

**CONNECTED PERSONS**

No connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell Shares to the Company nor has any such person undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is granted.

**Mr. Zhao Zhijun (趙志軍)**

Zhao Zhijun (趙志軍), aged 38, was appointed as an executive Director and the chief executive officer of the Company on 22 May 2011. He joined the Group in 2005. He is principally responsible for establishing development strategy, making decision in respect of investment projects and the general operation and management of the Group.

Mr. Zhao has over seven years of experience in finance and management in automobile shock absorber industry. Prior to joining the Group, he worked for office of the commissioners and general office of Zhengzhou (鄭州特派員辦事處綜合處) of the China Securities Regulatory Commission (中國證券監督管理委員會) from 1999 to 2002. In 2002, Mr. Zhao served as a general manager of the sales department of Minsheng Securities, Nanyang branch (民生證券有限責任公司南陽營業部) till 2005 responsible for overall management of sales department and market development department. Mr. Zhao graduated from Central South University (中南大學) with a master degree in Philosophy in 2004.

Save as disclosed above, Mr. Zhao did not hold any directorship in other publicly listed companies in the three years prior to the Latest Practicable Date.

Mr. Zhao entered into a director services agreement with the Company for a term of three years commencing from 22 May 2011. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Zhao is entitled to an annual emolument of HK\$200,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time.

As at the Latest Practicable Date, Mr. Zhao did not have any relationship with other Directors, senior management, Substantial Shareholders or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhao was deemed to be interested in 26,280,000 Shares which are held by Plenty Venture. Mr. Zhao owns 63.93% issued share capital of Plenty Venture and hence is deemed to be interested in all the Shares held by Plenty Venture under the SFO.

**Mr. Wang Wenbo (王文波)**

Wang Wenbo (王文波), aged 38, was appointed as an executive Director on 22 May 2011. He is also the deputy general manager of the Group and is in charge of the research and development and technical affairs of the Group. He joined the Group in 1995 and served in various positions including deputy general technology manager and deputy general sales manager. He has over 17 years of experience in the technology, sales and management in the automobile shock absorber industry. He is one of the inventors of two patents with respect to restoration damping valve of hydraulic shock absorber (液壓減振器復原阻尼閥) and compression damping valve of hydraulic shock absorber (液壓減振器壓縮阻尼閥) currently possessed by the Group. Mr. Wang graduated from Huazhong Polytechnic University (華中理工大學) (later renamed as Huazhong University of Science and Technology (華科技大學)) with a diploma in Mechanic Design and Test Technology in 1995.

Save as disclosed above, Mr. Wang did not hold any directorship in other publicly listed companies in the three years prior to the Latest Practicable Date.

Mr. Wang entered into a director services agreement with the Company for a term of three years commencing from 22 May 2011. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Wang is entitled to an annual emolument of HK\$200,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time.

As at the Latest Practicable Date, Mr. Wang did not have any relationship with other Directors, senior management, Substantial Shareholders or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Wang owned 4.57% of the issued share capital of Plenty Venture, which in turn owned 26,280,000 Shares.

**Ms. Yang Weixia (楊瑋霞)**

Yang Weixia (楊瑋霞), aged 36, was appointed as an executive Director on 22 May 2011. She is also the deputy general manager of the Group and is principally in charge of the Group's purchase and human resource affairs. She joined the Group in 2007 and served as the financial manager, human resource manager, assistant to the general manager and deputy general manager. Prior to joining the Group, she worked in various positions in Minsheng Securities (民生證券有限公司) including office manager of the sales department, officer in charge of the service department, deputy general manager of sales department and Yinzheng business department (銀證業務部) from 1998 to 2007. Ms. Yang graduated from Henan College of Finance and Economics (河南財經學院) (later renamed as Henan University of Finance and Economics (河南財經政法大學)) with a bachelor degree in Economics in 1998. She was accredited as a medium level economist (中級經濟師) by Ministry of Personnel of PRC in 2000.

Save as disclosed above, Ms. Yang did not hold any directorship in other publicly listed companies in the three years prior to the Latest Practicable Date.

Ms. Yang entered into a director services agreement with the Company for a term of three years commencing from 22 May 2011. Her appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Ms. Yang is entitled to an annual emolument of HK\$200,000, which is determined and adjustable by the Board with reference to her duties and responsibilities and subject to review from time to time.

As at the Latest Practicable Date, Ms. Yang did not have any relationship with other Directors, senior management, Substantial Shareholders or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Yang owned 3.65% of the issued share capital of Plenty Venture, which in turn owned 26,280,000 Shares.

**Others**

Save as disclosed above, there is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA VEHICLE COMPONENTS TECHNOLOGY HOLDINGS LIMITED

### 中國車輛零部件科技控股有限公司

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

**(Stock Code: 1269)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Vehicle Components Technology Holdings Limited (the “**Company**”) will be held at Guangzhou Room, 5/F, Four Points by Sheraton Shenzhen, 5 Guihua Road, Futian Free Trade Zone, Shenzhen, Guangdong Province, the PRC on Sunday, 9 June 2013 at 9:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2012, the Directors’ Report and Independent Auditors’ Report;
2.
  - (a) To re-elect Mr. Zhao Zhijun as an executive director of the Company;
  - (b) To re-elect Mr. Wang Wenbo as an executive director of the Company; and
  - (c) To re-elect Ms. Yang Weixia as an executive director of the Company;
3. To authorise the board of Directors (the “**Board**”) of the Company to fix the Directors’ remuneration for the year ending 31 December 2013;
4. To re-appoint Deloitte Touche Tohmatsu Certified Public Accountants as the auditors of the Company and to authorise the Board to fix their remuneration;
5. To consider and if thought fit, pass with or without amendment(s), the following resolutions:

**“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the memorandum and articles of association of the Company (the “**Articles**”) shall not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the Articles or any applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares 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 exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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6. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases (the **“Recognised Stock Exchange”**) subject to and in accordance with all applicable laws and the requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of 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 the Articles or any applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

**“THAT** conditional upon resolutions numbered 5 and 6 set out in the notice convening this meeting of which this resolution forms part being passed, the aggregate number of Shares which may be repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the issued share capital of the Company as stated in resolution numbered 6 set out in the notice convening this meeting of which this resolution forms part) shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and

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issued by the Directors under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting of which this resolution forms part.”

By order of the Board  
**China Vehicle Components Technology Holdings Limited**  
**Wilson SEA**  
*Chairman*

Hong Kong, 29 April 2013

*Notes:*

- (1) Any Shareholder entitled to attend and vote at the annual general meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) With respect to resolution numbered 2 of this notice, Mr. Zhao Zhijun, Mr. Wang Wenbo and Ms. Yang Weixia shall retire and, being eligible, offer themselves for re-election. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 29 April 2013.
- (6) The register of members of the Company will be closed from Wednesday, 5 June 2013 to Friday, 7 June 2013 (both days inclusive) during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the annual general meeting, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 4 June 2013.