
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)

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

A notice convening an annual general meeting of the Company to be held at 中國浙江省寧波市象山縣西周鎮鎮安路104號象山華翔國際酒店華翔山莊三樓詩蘭姆廳 (Shilanmuting, 3/F., Huaxiangshanzhuang, Xiangshan Huaxiang International Hotel, No.104, Zhen' an Road, Xizhou Town, Xiangshan County, Ningbo, Zhejiang, China *), on Friday, 29 May 2015 at 2:30 p.m. is set out on pages 15 to 18 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 2015

* The English translation is for reference only

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at 中國浙江省寧波市象山縣西周鎮鎮安路104號象山華翔國際酒店華翔山莊三樓詩蘭姆廳 (Shilanmuting, 3/F., Huaxiangshanzhuang, Xiangshan Huaxiang International Hotel, No.104, Zhen’ an Road, Xizhou Town, Xiangshan County, Ningbo, Zhejiang, China*) on Friday, 29 May 2015 at 2:30 p.m., the notice of which is set out on pages 15 to 18 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”	17 April 2015, 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

DEFINITIONS

“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

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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 and Chief Executive*)
Mr. Chang Jingzhou

Non-executive Directors:

Ms. Lai Cairong
Mr. Wang Yuming
Mr. He Jifeng
Mr. Guan Xin

Independent Non-executive Directors:

Mr. Wong Luen Cheung Andrew
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 2015

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.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised of Mr. Zhou Minfeng and Mr. Chang Jingzhou as executive Directors, Ms. Lai Cairong, Mr. Wang Yuming, Mr. He Jifeng and Mr. Guan Xin 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 Articles 84(1) and 84(2) of the Articles of Association, Mr. Chang Jingzhou, Mr. Wang Yuming and Mr. Xu Jiali shall retire from office at the Annual General Meeting. They, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 83(3) of the Articles of Association, Mr. He Jifeng and Mr. Guan Xin, who were appointed as non-executive Directors on 7 November 2014, and Mr. Wong Luen Cheung Andrew who was appointed as an independent non-executive Director on 8 April 2015, will hold office only until or subject to re-election at the Annual General Meeting and will, being eligible, offer themselves for re-election at the Annual General Meeting.

Each of Mr. Xu Jiali and Mr. Wong Luen Cheung Andrew 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. Xu Jiali and Mr. Wong Luen Cheung Andrew is independent in accordance with the independence guidelines. Hence, the Company recommends Mr. Xu Jiali and Mr. Wong Luen Cheung Andrew 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

As the annual general meeting of the Company held on 20 May 2014, 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 160,000,000 Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting on the basis that 800,000,000 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**”);

LETTER FROM THE BOARD

- (b) to exercise all powers of the Company to repurchase Shares on the Stock Exchange of up to 80,000,000 Shares, being 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 11 of the notice of the Annual General Meeting on the basis that 800,000,000 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 aggregate nominal 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 Wednesday, 27 May 2015 to Friday, 29 May 2015, 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 Tuesday, 26 May 2015.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 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. Chang Jingzhou (常景洲), aged 54, was appointed as an executive Director on 7 December 2011. Mr. Chang has over 14 years of experience in the automobile body parts industry and is primarily responsible for overall production management, technology quality assurance and project management of the Group. Mr. Chang worked for the People's Liberation Army of PRC from January 1980 to December 1982. From 1996 to December 1998, Mr. Chang served various positions in Xi'an Airport Industry Wei Yuan Company (西安飛機工業渭原公司), including head of technical department and general engineer. Mr. Chang joined the Group in June 2000 as supervisor of technology development and was promoted to vice general manager in August 2008. Mr. Chang obtained the bachelor's degree in Machinery Manufacturing Process and Equipment (機械製造工藝與設備) from Xi'an City Employee University (西安市職工大學) in June 1990.

Mr. Chang has entered into a service contract with the Company for an initial fixed term of three years commencing on 12 January 2015, as an executive Director and 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. Chang is entitled to a Director's emolument at RMB276,000 per annum which was determined upon negotiation between Mr. Chang and the Company at arm's length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company's business as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Chang has beneficial interest in 600,000 underlying Shares that falls to be disclosed under Part XV of the SFO. Save as disclosed above, Mr. Chang does not have any other interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and there are no other matters that need to be brought to the attention of the shareholders of the Company and no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Chang 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.

Mr. Wang Yuming (王玉明), aged 58, was appointed as a non-executive Director on 7 December 2011. Mr. Wang currently serves as the general manager of First Automobile Work Sihuan Group Company (一汽四環集團公司) since 2007. Mr. Wang served as the director of Changchun Faway Automobile Components Co., Ltd. (長春一汽富維汽車零部件股份有限公司) since December 2007. Mr. Wang received a master's degree in Senior Management and Business Management (高級管理人員與工商管理) from Dongbei University of Finance and Economics (東北財經大學) in June 2008.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years with effect from 15 December 2014, 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. Wang to the Company for resignation or a notice in writing is served by the Company specifying immediate termination of his position as a non-executive Director.

As at the Latest Practicable Date, Mr. Wang is entitled to a Director's emolument at HK\$240,000 per annum which was determined upon negotiation between Mr. Wang 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. Wang 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. Wang 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.

Mr. He Jifeng (何積豐), aged 71, was appointed as a non-executive Director on 7 November 2014. Mr. He has served successively as a lecturer, associate professor, professor and dean at East China Normal University (華東師範大學) since February 1965. Mr. He was elected as an academician of Chinese Academy of Sciences (中國科學院) in November 2005. He was also among the first to promote the internet of vehicles (汽車移動物聯網) in China. He is a member of the presidium and an executive director of Joint Construction Commission of New Generation National Traffic Control Network (the "Commission") (新一代國家交通控制網聯合建設委員會). The Commission was jointly founded by ten big state-owned enterprises and ten distinguished universities in China, whose objective is to design and develop the new generation of national traffic control network (新一代國家交通控制網). Mr. He obtained a bachelor's degree in mathematics from Fudan University (復旦大學) in 1965.

Mr. He has entered into a letter of appointment dated 7 November 2014 with the Company. In accordance with the Articles of Association, Mr. He will hold office of a non-executive Director until the conclusion of the Annual General Meeting and will be eligible for re-election.

As at the Latest Practicable Date, Mr. He is entitled to a Director's emolument at RMB360,000 per annum which was determined upon negotiation between Mr. He 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. He 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. He 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.

Mr. Guan Xin (管欣), aged 53, was appointed as a non-executive Director on 7 November 2014. Mr. Guan has been the head of the Institute of Automotive Research of Jilin University (吉林大學汽車研究院) since May 2010 and the director of the State Key Laboratory of Automotive Simulation and Control of Jilin University (吉林大學汽車仿真與控制國家重點實驗室) since March 1998. Mr. Guan is also a professor specializing in automotive design and manufacture. From December 2004 to December 2012, Mr. Guan was the dean of the College of Automotive Engineering of Jilin University (吉林大學汽車工程學院). From June 1993 to March 1998, he was the executive deputy director of the State Key Laboratory of Automotive Dynamic Simulation of Jilin University of Technology (吉林工業大學汽車動態模擬國家重點實驗室). From February 1989 to June 1993, he was a lecturer and associate professor at Jilin University of Technology. Mr. Guan obtained a bachelor's degree, a master's degree and a doctoral degree in engineering from Jilin University of Technology (吉林工業大學) in 1982, 1985 and 1990 respectively.

Mr. Guan has entered into a letter of appointment dated 7 November 2014 with the Company. In accordance with the Articles of Association, Mr. Guan will hold office of a non-executive Director until the conclusion of the Annual General Meeting and will be eligible for re-election.

As at the Latest Practicable Date, Mr. Guan is entitled to a Director's emolument at HK\$240,000 per annum which was determined upon negotiation between Mr. Guan 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. Guan 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. Guan 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.

Mr. Wong Luen Cheung Andrew (王聯章), aged 57, 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 an external director of Shenzhen Yantian Port Group Co., Ltd., the senior advisor to vice chairman of the board of Henderson Land Development Company Limited, and 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 signed a letter of appointment dated 8 April 2015 with the Company. In accordance with the Articles of Association, Mr. Wong will hold office of an independent non-executive Director for 3 years from 8 April 2015 subject to re-election at the Annual General Meeting.

As at the Latest Practicable Date, Mr. Wong is entitled to a Director's emolument at RMB30,000 per month, 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. Wong was interested in 2,500,000 underlying Shares, representing Shares which are subject to the exercise of options granted on 15 April 2015 under the share option scheme adopted by the Company on 15 December 2011. Save as aforementioned, Mr. Wong 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. 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.

Mr. Xu Jiali (徐家力), aged 54, 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 dated 20 May 2014 with the Company pursuant to which and the articles of association of the Company, Mr. Xu shall hold office of an independent non-executive Director until the forthcoming general meeting of the Company after his appointment and be subject to re-election at such meeting.

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, there is no other matter concerning the Directors or their re-election that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or need to be brought to the attention of the Shareholders.

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 share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 11 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 80,000,000 Shares, representing 10% of the aggregate nominal 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 2014) 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 held 600,000,000 Shares, representing 75% of the issued share capital 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 83.3% of the issued share capital 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 share capital 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.28	1.04
May	1.08	0.96
June	1.22	0.98
July	1.20	0.99
August	1.68	1.11
September	1.49	1.30
October	1.50	1.30
November	1.88	1.38
December	1.90	1.54
2015		
January	1.86	1.56
February	1.92	1.62
March	1.86	1.58
April (up to the Latest Practicable Date)	2.15	1.70

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.

NOTICE OF ANNUAL GENERAL MEETING

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 中國浙江省寧波市象山縣西周鎮鎮安路104號象山華翔國際酒店華翔山莊三樓詩蘭姆廳 (Shilanmuting, 3/F., Huaxiangshanzhuang, Xiangshan Huaxiang International Hotel, No.104, Zhen’ an Road, Xizhou Town, Xiangshan County, Ningbo, Zhejiang, China *) on Friday, 29 May 2015 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 2014.
2. To re-elect Mr. Chang Jingzhou as an executive Director.
3. To re-elect Mr. Wang Yuming as a non-executive Director.
4. To re-elect Mr. He Jifeng as a non-executive Director.
5. To re-elect Mr. Guan Xin as a non-executive Director.
6. To re-elect Mr. Wong Luen Cheung Andrew as an independent non-executive Director.
7. To re-elect Mr. Xu Jiali as an independent non-executive Director.
8. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
9. To re-appoint Ernst & Young as the auditors of the Company and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

10. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 aggregate nominal amount of share capital 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 aggregate nominal amount of the issued share capital 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).”

NOTICE OF ANNUAL GENERAL MEETING

11. 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 nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital 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.”

12. 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 10 and 11 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally

NOTICE OF ANNUAL GENERAL MEETING

to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital 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 2015

As at the date of this notice, the executive Directors are Mr. Zhou Minfeng and Mr. Chang Jingzhou; the non-executive Directors are Ms. Lai Cairong, Mr. Wang Yuming, Mr. He Jifeng and Mr. Guan Xin; 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 Wednesday, 27 May 2015 to Friday, 29 May 2015, 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 Tuesday, 26 May 2015.

** The English translation is for reference only*