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CIMC | TianDa

CIMC-TianDa Holdings Company Limited

中集天達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CIMC-TianDa Holdings Company Limited (the “**Company**”) will be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 11 December 2019 (Wednesday) at 2:15 p.m. or, if later, immediately after the conclusion of the extraordinary general meeting of the Company to be held at 2:00 p.m., on the same day and at the same place, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:–

ORDINARY RESOLUTION

1. “THAT:

- (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company falling to be allotted and issued pursuant to the exercise of any options granted pursuant to the share option scheme of the Company (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to approve further amendments to the rules of the New Share Option Scheme as may be acceptable or not objected by the Stock Exchange and to grant options and to allot, issue and deal with any Shares pursuant to the exercise of any options granted thereunder and to take all such steps as they may consider necessary or expedient to give effect to the New Share Option Scheme; and

- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to resolution numbered 1(a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (the “**Scheme Mandate Limit**”).”

Hong Kong, 19 November 2019

By order of the Board
CIMC-TianDa Holdings Company Limited
Li Yin Hui
Chairman

Registered Office:

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

Head office and principal place of business in Hong Kong:

Units A-B, 16/F
China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

Principal place of business in the PRC:

No. 9, Fuyuan 2nd Road
Fuyong, Baoan District
Shenzhen, PRC

Notes:

- (1) The resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. 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 instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours (i.e. 9 December 2019 at 2:15 p.m.) 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 form of proxy shall be deemed to be revoked.
- (4) As at the date of this notice, the Board comprises as below:

Dr. Li Yin Hui	Chairman and Non-executive Director
Mr. Jiang Xiong	Honorary Chairman and Executive Director
Mr. Zheng Zu Hua	Executive Director
Mr. Luan You Jun	Executive Director
Mr. Yu Yu Qun	Non-executive Director
Mr. Robert Johnson	Non-executive Director
Dr. Loke Yu	Independent non-executive Director
Mr. Heng Ja Wei	Independent non-executive Director
Mr. Ho Man	Independent non-executive Director
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.