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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 the extraordinary general meeting of CIMC-TianDa Holdings Company Limited (the “**Company**”) will be held at 3:00 p.m. on 23 April 2019 (Tuesday) at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 25 March 2019.

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the form and substance of the Equity Transfer Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may, in his or her opinion or discretion, consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Equity Transfer Agreement, and all the transactions contemplated thereunder with any changes as such director may consider reasonable, necessary desirable or expedient.”

2. “**THAT** conditional upon the passing of resolution 1, the grant of the Specific Mandate for the Board to issue, pursuant to the Equity Transfer Agreement, up to 551,564,448 Consideration Shares be and hereby approved.”

By order of the Board
CIMC-TianDa Holdings Company Limited
Li Ching Wah
Company Secretary

Hong Kong, 25 March 2019

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
No 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 instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. For the purpose of determining the list of shareholders who are entitled to attend and vote at the EGM, the shareholders' register of the Company will be closed from Tuesday, 16 April 2019 to Tuesday, 23 April 2019. No transfer of shares of the Company will be registered during that day. In order to qualify to attend and vote at the EGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 April 2019.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the non-executive Directors are Dr. Li Yin Hui (Chairman), Mr. Yu Yu Qun and Mr. Robert Johnson; the executive Directors are Mr. Jiang Xiong (Honorary Chairman), Mr. Zheng Zu Hua and Mr. Luan You Jun; and the independent non-executive Directors are Dr. Loke Yu, Mr. Heng Ja Wei and Mr. Ho Man.