
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 your 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 CIMC-TianDa Holdings Company Limited (the “Company”), you should at once hand this circular to the purchasers or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or the transferees.

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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)

GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 4 to 10 of this circular.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to CIMC-TianDa Holdings Company Limited. The Directors of CIMC-TianDa Holdings Company Limited collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The notice convening the Annual General Meeting of the Company to be held at Room 101, 1/F, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, on 12 June 2020 (Friday) at 2:30 p.m., is set out in this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the Annual General Meeting (i.e. at or before 2:30 p.m. on 10 June 2020 (Wednesday)) or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) if you so wish and, in such event, the proxy form shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Due to the on-going COVID-19 pandemic, to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the AGM:

- compulsory body temperature checks
- compulsory wearing of a surgical face mask for each attendee
- submission of personal information form, which may be used for contact tracing, if required
- no distribution of corporate gift nor provision of refreshment

Shareholders attending the AGM are required to strictly comply with the relevant regulations and requirements regarding the epidemic prevention and control in Shenzhen. Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. All attendees are required to wear surgical face masks at all times at the AGM venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

This circular is available for viewing on the website of the Stock Exchange at www.hkexnews.hk as well as the website of the Company (www.chinafire.com.cn).

29 April 2020

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Introduction	4
General Mandate to Issue Securities	5
General Mandate to Repurchase Shares	5
Re-election of Retiring Directors	6
Final Dividend	6
Annual General Meeting	9
Recommendation	10
Appendix I – Explanatory Statement	11
Appendix II – Biographies of retiring and re-electing Directors	14
Notice of Annual General Meeting	17

DEFINITIONS

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

“2019 Annual Report”	the audited annual report of the Group for the financial year ended 31 December 2019;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 101, 1/F, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, on 12 June 2020 (Friday) at 2:30 p.m., a notice of which is set out on pages 17 to 21 of this circular;
“Board”	the board of Directors for the time being or (as the context may require) the majority of Directors (including the independent non-executive Directors) present and voting at any meeting of the board of Directors duly convened or a duly authorised committee thereof;
“CG Code”	the Corporate Governance Code in Appendix 14 to the Listing Rules;
“CIMC”	China International Marine Containers (Group) Co., Ltd., the controlling shareholder of the Company, which indirectly holds 51% of the issued share capital of the Company as at the Latest Practicable Date;
“CIMC Group”	CIMC and its subsidiaries;
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended from time to time;
“Company”	CIMC-TianDa Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on the main board of the Stock Exchange;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;

DEFINITIONS

“Final Dividend”	the proposed final dividend of HK0.42 cent per Share for the year ended 31 December 2019 to the Shareholders whose names appear on the Register on the Record Date;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	24 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;
“Record Date”	Thursday, 2 July 2020, being the record date for determining entitlements of the Shareholders to the Final Dividend;
“Register”	the register of members of the Company;
“Repurchase Mandate”	a general mandate, which is proposed to be granted, to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance;
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB4,578,669,000 (equivalent to approximately HK\$5,436,250,000, at historical transaction rates) as at 31 December 2019 based on the 2019 Annual Report;
“Share(s)”	share(s) of HK\$0.01 each (or of such other nominal amount as shall result from a sub-division, a consolidation, a re-classification or a re-construction of such shares from time to time) in the capital of the Company;

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong from time to time; and
“%”	per cent.

In this circular, unless otherwise specified, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.1174. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at the rate or at all.

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)

Non-executive Directors:

Li Yin Hui (*Chairman*)

Yu Yu Qun

Tao Kuan

Zeng Han

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Executive Directors:

Jiang Xiong (*Honorary Chairman*)

Zheng Zu Hua

Head office and principal place

of business in Hong Kong:

Units A-B, 16th Floor

China Overseas Building

139 Hennessy Road

Wan Chai, Hong Kong

Independent non-executive Directors:

Loke Yu

Heng Ja Wei

Ho Man

Principal place of business in the PRC:

No. 9, Fuyuan 2nd Rd

Fuyong, Baoan District

Shenzhen, PRC

29 April 2020

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM. These include, among other things, resolutions relating to (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors and continuous appointment of an independent non-executive Director who has served for more than nine years; and (iii) the distribution of Final Dividend.

LETTER FROM THE BOARD

This circular contains the explanatory statement in connection with the proposed resolutions for the approval of the Repurchase Mandate in accordance with the Listing Rules and biographies of the retiring and re-electing Directors.

GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, ordinary resolutions will be proposed to grant an unconditional general mandate to the Directors to allot, issue and otherwise deal with securities of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing such resolution and subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the total number of Shares repurchased under the Repurchase Mandate.

At the Latest Practicable Date, the Company had 15,940,161,883 Shares in issue. Subject to passing of the ordinary resolution approving the Issue Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and otherwise deal with not exceeding 3,188,032,376 Shares, representing 20% of the total number of Shares in issue.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company had 15,940,161,883 Shares in issue. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase up to a maximum of 1,594,016,188 Shares under the Repurchase Mandate. The explanatory statement, required by the Listing Rules to be sent to the Shareholders, is set out in the Appendix I to this circular, which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution for the Repurchase Mandate.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue to be in force until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of Cayman Islands to be held; and (c) the date on which the authority given is revoked or varied by an ordinary resolution of the Shareholders.

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. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the total number of Shares in issue.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company, Mr. Tao Kuan, Mr. Zeng Han and Mr. Heng Ja Wei shall retire from office by rotation at the conclusion of AGM and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed and assessed the structure, size, composition and balance of skills, knowledge, experience and diversity of perspectives of the Board. The Nomination Committee has formed the view that all the independent non-executive Directors have met the independence guidelines set out in Rule 3.13 of the Listing Rules and have provided their respective annual confirmations of independence to the Company.

According to code provision A.4.3 of the CG Code, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Mr. Heng Ja Wei has been appointed as an independent non-executive Director for more than nine years. The Company has received from Mr. Heng a confirmation of independence according to Rule 3.13 of the Listing Rules. Recommendation to the Board for the proposed re-election of Mr. Heng Ja Wei as independent non-executive Director was made by the Nomination Committee. Mr. Heng does not have any management role in the Company and its subsidiaries since his appointment. He has expressed his willingness clearly to exercise independent judgement and has been giving objective views to the Company. There is no evidence that length of tenure is having an unfavourable influence on his independence. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Mr. Heng over the years, Mr. Heng has the required character, integrity, independence and experience to perform the role of an independent non-executive Director. Having regard to his independence confirmation, the satisfactory attendance record to meetings and the actual contributions that Mr. Heng has made, the Board concluded that Mr. Heng is able to devote sufficient time to the Board and to discharge his responsibilities as an independent non-executive Director.

Thus, the Board, having taken into account of his past contributions to the Company and his individual attributes, particularly his professional knowledge and experience in accounting, in enhancing the Board’s diversity, accepted the recommendation from the Nomination Committee for the proposed re-election of Mr. Heng Ja Wei as an independent non-executive Director at the AGM as a separate resolution.

FINAL DIVIDEND

As disclosed in the Company’s annual results announcement dated 25 March 2020, the Board has resolved to recommend the payment of the proposed final dividend of HK0.42 cent per Share for the year ended 31 December 2019 to the Shareholders whose names appear on the Register on the Record Date. The Final Dividends are intended to be paid out of the Share Premium Account subject to the approval by the Shareholders at the AGM and in accordance with the Companies Law and the articles of association of the Company.

LETTER FROM THE BOARD

As at 31 December 2019, based on the 2019 Annual Report, the amount standing to the credit of the Share Premium Account was approximately RMB4,578,669,000 (equivalent to approximately HK\$5,436,250,000, at historical transaction rates). The Board proposed to use an amount of approximately RMB59,915,000 (equivalent to approximately HK\$66,949,000), on the basis that there is no change in the number of issued Shares from the latest Practicable Date to the Record Date, standing to the credit of the Share Premium Account for the payment of the Final Dividends. Following such payment, there will be a remaining balance of approximately RMB4,518,754,000 (equivalent to approximately HK\$5,369,301,000) standing to the credit of the Share Premium Account.

Reasons for the payment of Final Dividends out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account at its current level. The Board believes that the use of approximately RMB59,915,000 (equivalent to approximately HK\$66,949,000) from the Share Premium Account for the payment of the Final Dividends is beneficial to the Company and the Shareholders as a whole.

Effect of the payment of Final Dividends out of Share Premium Account

The implementation of the payment of Final Dividends out of Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares.

The payment of Final Dividends out of Share Premium Account will not affect the underlying business, operations or management of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save as the aforesaid expenses, the Directors consider that the payment of Final Dividends out of Share Premium Account will not have a material adverse effect on the financial position of the Company.

Conditions of the payment of Final Dividends out of the Share Premium Account

The payment of the Final Dividends out of the Share Premium Account is conditional upon, inter alia, the following conditions being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the Final Dividends out of the Share Premium Account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the Final Dividends are paid will be, unable to pay its liabilities as they become due in the ordinary course of business.

Payment of Final Dividends out of the Share Premium Account

The Final Dividends are payable to the Shareholders whose names appear on the Register on Thursday, 2 July 2020, being the Record Date for determination of entitlement to the Final Dividends.

LETTER FROM THE BOARD

Closure of Register

For determining the entitlement to attend and vote at the AGM, the Register will be closed from Tuesday, 9 June 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "**Share Registrar**"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 8 June 2020.

For determining the entitlement of the Final Dividend, the Register will be closed from Monday, 29 June 2020 to Thursday, 2 July 2020, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Friday, 26 June 2020. The Final Dividend is expected to be distributed on Friday, 31 July 2020.

The expected timetable for the AGM and distribution of the Final Dividend is as follows:

Events	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for attending and voting at the AGM	4:30 p.m. on Monday, 8 June 2020 (all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration)
Closure of the Register (to qualify for attending and voting at the AGM)	Tuesday, 9 June 2020 to Friday, 12 June 2020
Record date for determining the entitlements of the Shareholders to attend and vote at the AGM.	Friday, 12 June 2020
AGM	Friday, 12 June 2020
Final Dividend ex-entitlement date	Wednesday, 24 June 2020

LETTER FROM THE BOARD

Events	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for receiving the Final Dividend	4:30 p.m. on Friday, 26 June 2020 (all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration)
Closure of the Register (to qualify for receiving the Final Dividend)	Monday, 29 June 2020 to Thursday, 2 July 2020
Record Date for Final Dividend	Thursday, 2 July 2020
The expected payment date of the Final Dividend (subject to the Shareholders' approval of the payment of the Final Dividend at the AGM)	Friday, 31 July 2020

ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 17 to 21 of this circular. A proxy form for use at the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM (i.e. at or before 2:30 p.m. on 10 June 2020 (Wednesday)) or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish and, in such event, the proxy form shall be deemed to be revoked.

The ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the re-election of retiring Directors and continuous appointment of an independent non-executive Director who has served for more than nine years, the distribution of the proposed Final Dividend, and the re-appointment of auditor will be proposed at the AGM.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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 the resolutions proposed at the AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the AGM, the poll vote results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <http://www.chinafire.com.cn>.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring Directors and continuous appointment of an independent non-executive Director who has served for more than nine years, and the distribution of the proposed Final Dividend are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

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 matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

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

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
By Order of the Board
CIMC-TianDa Holdings Company Limited
Li Yin Hui
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

At the Latest Practicable Date, the authorised share capital of the Company was 50,000,000,000 Shares, of which a total of 15,940,161,883 Shares were issued and fully paid. Subject to passing of the resolution approving the Repurchase Mandate and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,594,016,188 Shares, representing 10% of the total issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong. The laws of the Cayman Islands provides that the amount of capital repaid in connection with a share repurchase may only paid out of the profit of the Company or the proceeds of a fresh issue of shares made for such purpose, or if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The amount of premium payable on repurchase may only be paid out of the profit of the Company or out of the share premium account of the Company, or if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The Company will not repurchase 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.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its audited consolidated financial statements for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an 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.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date prior to the printing of this circular were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.365	0.248
May	0.325	0.248
June	0.255	0.230
July	0.305	0.230
August	0.260	0.220
September	0.229	0.200
October	0.240	0.200
November	0.242	0.204
December	0.227	0.204
2020		
January	0.270	0.214
February	0.232	0.196
March	0.207	0.155
April (up to the Latest Practicable Date)	0.165	0.138

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

6. DISCLOSURE OF INTEREST

None of the Directors or, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

7. GENERAL

If as a result of a repurchase of Shares, 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. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could, depending on the level of increase of the Shareholder's interests, obtain or consolidate control of the Company and then becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, so far as the Directors are aware, no Shareholder or a group of Shareholders acting in concert may become obliged to make a mandatory offer under Rule 26 of the Takeover Code in the event that the Repurchase Mandate is exercised in full. The exercise of the Repurchase Mandate in full may result in the number of Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to the extent that less than 25% of Shares are held by the public.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months preceding the date of this circular, whether on the Stock Exchange or otherwise.

APPENDIX II BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. Tao Kuan, aged 44, was appointed as a non-executive Director on 30 December 2019. He is (i) the General Manager of the Strategic Development Department of CIMC; (ii) directors of a number of subsidiaries of CIMC including the CIMC Modern Logistics Development Co., Ltd. (中集現代物流發展有限公司), CIMC Modular Building Systems Holding Co., Ltd. (中集模塊化建築投資有限公司) and CIMC Capital Ltd. (中集融資租賃有限公司); and (iii) the General Manager of Shenzhen CIMC Investment Co., Ltd. (深圳市中集投資有限公司). Mr. Tao has over 15 years of working experience in international consulting firms, investment institutions and listed companies with diversified businesses. Mr. Tao obtained a bachelor's degree in Economics from the Nanjing University in 1997 and a master's degree in Economics from the Fudan University in 2000.

Mr. Tao has not entered into any service agreement with the Company and receives no remuneration for being a non-executive Director. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Tao has no interest in the shares of the Company within the meaning of Part XV of the SFO. Apart from being an employee of CIMC, the controlling shareholder of the Company, Mr. Tao has no relationship with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholder of the Company. Saved as disclosed above, Mr. Tao did not hold any directorship in listed public companies in the last 3 years other than in the Company.

There is no information relating to Mr. Tao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Tao as a Director.

Mr. Zeng Han, aged 44, was appointed as a non-executive Director on 30 December 2019. He is (i) the Chief Financial Officer of CIMC; (ii) a non-executive director and a member of the remuneration committee of CIMC Enric Holdings Limited (stock code: 3899), a company whose shares are listed on the Main Board of the Stock Exchange; (iii) Chairman of Shenzhen CIMC Investment Co., Ltd.; (iv) the General Manager of Shenzhen Southern CIMC Containers Manufacture Co., Ltd.; (v) the General Manager of the Financial Informatisation Department of CIMC; and (vi) directors of various subsidiaries of CIMC. Mr. Zeng is a certified public accountant in the PRC and has over 20 years of working experience in financial management. Mr. Zeng graduated with a major in Statistics from the Hangzhou Institute of Electrical Engineering in 1996 and obtained a master's degree in Management from the Jiangsu University in 1999.

Mr. Zeng has not entered into any service agreement with the Company and receives no remuneration for being a non-executive Director. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Zeng has no interest in the shares of the Company within the meaning of Part XV of the SFO. Apart from being an employee of CIMC, the controlling shareholder of the Company, Mr. Zeng has no relationship with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholder of the Company. Saved as disclosed above, Mr. Zeng did not hold any directorship in listed public companies in the last 3 years other than in the Company.

There is no information relating to Mr. Zeng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Zeng as a Director.

APPENDIX II BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS

Mr. Heng Ja Wei, aged 42, was appointed as an independent non-executive Director on 4 March 2009. He is the Chairman of the nomination committee of the Company. Mr. Heng is the Managing Partner of Morison Heng, Certified Public Accountants. Mr. Heng holds a Master of Science degree of the Imperial College, University of London. He is a member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Heng is also an independent non-executive director of the following companies whose shares are listed on the Stock Exchange: Best Food Holding Company Limited (stock code: 1488), Lee & Man Chemical Company Limited (stock code: 746), Matrix Holdings Limited (stock code: 1005) and SCUD Group Limited (stock code: 1399). He also serves as the company secretary and authorised representative of China Life Insurance Company Limited (stock code: 2628). Mr. Heng is a son of a brother-in-law of Dr. Loke Yu, an independent non-executive Director.

Mr. Heng has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. The director's emoluments, which are determined based on the estimated time to be spent by him on the Company's matters, are HK\$240,000 per annum. As at Latest Practicable Date, Mr. Heng holds 4,000,000 options granted by the Company under the share option scheme (details of the options granted are shown in the following section "Share options held by the retiring and re-electing Directors"). Save as disclosed above, he has no interest in the shares of the Company within the meaning of Part XV of the SFO and is not a connected person of the Company as defined in the Listing Rules. Save as disclosed above, he does not have any relationships with the Directors, senior management, management shareholders, substantial shareholders, or controlling shareholder of the Company. Mr. Heng has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Heng did not hold any directorship in listed public companies in the last 3 years.

There is no information relating to Mr. Heng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Heng as a Director.

Share options held by the retiring and re-electing Director

Name of Director	Date of grant	Granted	Outstanding at the Latest Practicable Date	Exercise prices (HKD)	Percentage of issued share capital of the Company at the Latest Practicable Date
Mr. Heng Ja Wei	26 August 2015	4,000,000	4,000,000	0.42	0.025%

The options granted were all vested on 11 July 2017 and will be valid for 10 years from 26 August 2015 to 25 August 2025 (both dates inclusive).

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CIMC-TianDa Holdings Company Limited (the “Company”) will be held at Room 101, 1/F, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, on 12 June 2020 (Friday) at 2:30 p.m. for the following purposes:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the report of the Directors and auditor of the Company for the year ended 31 December 2019;
2. To approve the recommended final dividend of HK0.42 cent per Share for the year ended 31 December 2019;
3. To consider and approve, each as a separate resolution, if thought fit, the following resolution:
 - (a) to re-elect Mr. Tao Kuan as a non-executive director;
 - (b) to re-elect Mr. Zeng Han as a non-executive director;
 - (c) to re-elect Mr. Heng Ja Wei who has served the Company for more than nine years, as an independent non-executive director;
 - (d) to authorise the board of directors (“Board”) to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS:

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as hereinafter defined in this Resolution) all the power of the Company to allot, issue and deal with additional shares in the Company (the “Shares”) and to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants similar rights to subscribe for acquire Shares or such convertible or exchangeable securities, and to make or grant offers, agreements and options in respect thereof;
- (b) the mandate referred to in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (a), otherwise than pursuant to:
 - (i) a Rights Issue;
 - (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights or convertible securities issued by the Company or any securities which are convertible or exchangeable into Shares;
 - (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers or employees of the Company or any of its subsidiaries or any eligible participants under such scheme or arrangement of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of Shares in issue as at the date of passing this Resolution and the said approval in paragraph (a) of this Resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution 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 any applicable law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest; and

“Rights Issue” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares registered on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may in their absolute discretion deem necessary, desirable 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).”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors all powers of the Company during the Relevant Period (as hereinafter defined in this Resolution) to repurchase its own shares (the “Shares”), be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Exchange for this purpose pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution 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 any applicable law or the articles of association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.”

7. “**THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in the notice, of which this Resolution forms part, the total number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the total number of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution.”

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

Hong Kong, 29 April 2020

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, 16th Floor
China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

Principal place of business in the PRC:

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. **In view of the outbreak of COVID-19 pandemic, Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on his/her behalf at the Annual General Meeting or any adjourned meeting.**
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "**Share Registrar**"), 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong 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 a member from attending and voting in person.
4. The register of members of the Company will be closed from Tuesday, 9 June 2020 to Friday, 12 June 2020 (both days inclusive) for determining Shareholders' entitlement to attend and vote at this Annual General Meeting, during which no transfer of Shares will be registered. In order to qualify for attending and voting at this Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 June 2020.
5. For determining the entitlement of the final dividend, the register of members of the Company will be closed from Monday, 29 June 2020 to Thursday, 2 July 2020, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Friday, 26 June 2020. The final dividend is expected to be distributed on Friday, 31 July 2020.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.chinafire.com.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify the Company's shareholders of the date, time and venue of the rescheduled meeting.
7. A form of proxy for the meeting is enclosed with this circular.