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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 (the “**EGM**”) of CIMC-TianDa Holdings Company Limited (the “**Company**”) will be held at Room 106, 1/F, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC on Thursday, 19 November 2020 at 3:00 p.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional transfer agreement dated 1 September 2020 (the “**Transfer Agreement**”, details of which are disclosed in the circular of the Company dated 29 October 2020 (the “**Circular**”)) entered into between 深圳中集天達空港設備有限公司 (for transliteration purpose only, Shenzhen CIMC-Tianda Airport Support Ltd) (the “**Vendor**”), an indirect non-wholly owned subsidiary of the Company, as vendor and 中集物聯科技有限公司 (for transliteration purpose only, CIMC Wulian Technology Co., Ltd.) (the “**Purchaser**”), as purchaser, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the Target Assets (as defined in the Circular) for a consideration of RMB181,750,000 (a copy of the Transfer Agreement is marked “A” and produced to the meeting and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

(b) any one or more director(s) of the Company be and is/are hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Transfer Agreement and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Transfer Agreement as he/she/they may in his/her/their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 29 October 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, 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. A shareholder of the Company entitled to attend and vote at the EGM 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 order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the shareholders of the Company (“Shareholders”), the Company strongly encourages Shareholders to consider appointing the chairman of the meeting as his/her proxy to vote on the resolution as an alternative to attending in person.**
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 notorially 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 EGM (i.e. at or before 3:00 p.m. on Tuesday, 17 November 2020) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the EGM shall be taken by poll.
5. The register of members of the Company will be closed from Monday, 16 November 2020 to Thursday, 19 November 2020 (both days inclusive) for determining Shareholders’ entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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 Friday, 13 November 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.

As at the date of this notice, the Directors are as follows:

Dr. Li Yin Hui	<i>Chairman and Non-executive Director</i>
Mr. Jiang Xiong	<i>Honorary Chairman and Executive Director</i>
Mr. Zheng Zu Hua	<i>Executive Director</i>
Mr. Tao Kuan	<i>Non-executive Director</i>
Mr. Zeng Han	<i>Non-executive Director</i>
Dr. Loke Yu	<i>Independent non-executive Director</i>
Mr. Heng Ja Wei	<i>Independent non-executive Director</i>
Mr. Ho Man	<i>Independent non-executive Director</i>