
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 Holdings Company Limited
中集天達控股有限公司

(formerly known as China Fire Safety Enterprise Group Limited 中國消防企業集團有限公司)

(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
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 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 Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 27 June 2019 (Thursday) at 3:00 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 meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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).

30 April 2019

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held on 27 June 2019 (Thursday) at 3:00 p.m., at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, a notice of which is set out on pages 13 to 16 of this circular;
“Board”	the board of Directors of the Company for the time being or (as the context may require) the majority of Directors (including the independent non-executive Directors) of the Company present and voting at any meeting of the board of Directors of the Company duly convened or a duly authorised committee thereof;
“CIMC”	China International Marine Containers (Group) Co., Ltd., the Controlling Shareholder of the Company, 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;
“Company”	CIMC-TianDa Holdings Company Limited;
“Connected Person”	have the meaning ascribed to it under the Listing Rules;
“Consideration Shares”	551,564,448 new Shares to be issued by the Company to settle the consideration for the acquisition of Shanghai Jindun Special Vehicle Equipment Co., Ltd.* (上海金盾特種車輛裝備有限公司), pursuant to the equity transfer agreement as set out in the Shanghai Jindun Circular;
“Controlling Shareholder”	have the meaning ascribed to it under the Listing Rules;
“Directors”	the Directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	24 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China;
“Pteris”	Pteris Global Limited, a company incorporated in Singapore and a non-wholly owned subsidiary of the Company;
“Repurchase Mandate”	a general mandate, which is proposed to be adopted by an ordinary resolution of the Shareholders at the AGM, to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution;
“SFO”	the Securities and Futures Ordinance;
“Shanghai Jindun Circular”	the circular of the Company dated 25 March 2019 in relation to, amongst other things, the acquisition of the entire equity interest in Shanghai Jindun Special Vehicle Equipment Co., Ltd.* (上海金盾特種車輛裝備有限公司), involving the issue of Consideration Shares under specific mandate;
“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;
“Shareholder(s)”	holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder”	a person who is entitled to exercise or control the exercise of 10% or more of the voting power at any general meeting of the Company;
“SZ Tianda”	Shenzhen CIMC-Tianda Airport Support Ltd.* (深圳中集天達空港設備有限公司), a company established in the PRC and a non-wholly owned subsidiary of the Company;
“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
“Ziegler”	Albert Ziegler GmbH, a company incorporated in Germany and an associate of the Group.

* For identification only

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中集天達控股有限公司

(formerly known as China Fire Safety Enterprise Group Limited 中國消防企業集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

Non-executive Directors:

Li Yin Hui (Chairman)

Yu Yu Qun

Robert Johnson

Executive Directors:

Jiang Xiong (Honorary Chairman)

Zheng Zu Hua

Luan You Jun

Independent non-executive Directors:

Loke Yu

Heng Ja Wei

Ho Man

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

30 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
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, amongst other resolutions relating to (i) the renewal of the general mandate to issue securities of the Company; (ii) the renewal of the general mandate to repurchase Shares; and (iii) the re-election of retiring Directors.

LETTER FROM THE BOARD

This circular contains the explanatory statement in connection with the proposed resolutions for the approval of the renewal of the general mandates to issue securities and to repurchase Shares 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 a general mandate to the Directors to allot, issue and otherwise deal with securities of the Company not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution and the aggregate nominal amount of the shares repurchased under the Repurchase Mandate.

At the Latest Practicable Date, the issued share capital of the Company comprised 14,471,904,470 Shares. Subject to passing of the resolution approving the general mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the general mandate to allot, issue and otherwise deal with not exceeding 2,894,380,894 Shares, representing 20% of the total issued share capital of the Company.

Pursuant to the equity transfer agreement as set out in the Shanghai Jindun Circular, Consideration Shares of up to 551,564,448 Shares may be issued after the Latest Practicable Date and prior to the AGM, giving rise to a total of 15,023,468,918 Shares in the issued share capital of the Company. In the event that the Consideration Shares of up to 551,564,448 Shares are issued prior to the AGM, subject to the passing of the resolution approving the general mandate and on the basis that other than the Consideration Shares, no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the general mandate to allot, issue and otherwise deal with not exceeding 3,004,693,783 Shares, representing 20% of the total issued share capital of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors. 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 Repurchase Mandate will expire 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.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company, Mr. Luan You Jun, Mr. Yu Yu Quan and Mr. Ho Man shall retire from office at the conclusion of AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

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

Recommendation to the Board for the proposed re-election of Mr. Ho Man as independent non-executive Director was made by the nomination committee of the Company, after reviewing his suitability based on the assessment criteria as set out in the terms of reference of nomination committee adopted by the Company and the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Ho has more than 20 years of experience in private equity investment and finance and has rich experience in directorship of listed companies in Hong Kong. It is considered that his professional background and skills can bring valuable insights and perspectives to the Company. As at the Latest Practicable Date, Mr. Ho was a director of a total of seven listed companies (including the Company, six of them are listed on the Stock Exchange and the remaining one is listed on the National Equities Exchange and Quotations). Having regard to his independency confirmation, the satisfactory attendance record to meetings and the actual contributions that Mr. Ho has made, the Board concluded that Mr. Ho is able to devote sufficient time to the Board and to discharge his responsibilities as an independent non-executive Director of the Company.

Thus, the Board, having taken into account of his past contributions to the Company and his individual attributes in enhancing the Board's diversity, accepted the recommendation from the nomination committee of the Company for the proposed re-election of Mr. Ho Man as an independent non-executive Director of the Company at the AGM.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 13 to 16 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 meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish.

The ordinary resolutions to approve the general mandate to issue securities, the Repurchase Mandate, the re-election of retiring Directors and the appointment of auditor will be proposed at the AGM.

RECOMMENDATION

The relevant resolutions for the aforesaid are set out in the notice of the AGM, which is set out on pages 13 to 16 to this circular. The Directors are of the opinion that (i) the renewal of general mandates to issue securities, (ii) the renewal of the Repurchase Mandate, and (iii) the re-election of the retiring Directors, are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

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 issued share capital of the Company comprised 14,471,904,470 Shares. Subject to passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,447,190,447 Shares, representing 10% of the total issued share capital of the Company.

Pursuant to the equity transfer agreement as set out in the Shanghai Jindun Circular, Consideration Shares of up to 551,564,448 Shares may be issued after the Latest Practicable Date and prior to the AGM, giving rise to a total of 15,023,468,918 Shares in the issued share capital of the Company. In the event that the Consideration Shares of up to 551,564,448 Shares are issued prior to the AGM, subject to the passing of the resolution approving the Repurchase Mandate and on the basis that other than the Consideration Shares, no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase not exceeding 1,502,346,891 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 be 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 2018) 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>
2018		
April	0.410	0.350
May	0.425	0.360
June	0.390	0.330
July	0.350	0.300
August	0.330	0.290
September	0.315	0.270
October	0.305	0.241
November	0.270	0.245
December	0.260	0.228
2019		
January	0.238	0.214
February	0.255	0.231
March	0.255	0.240
April (up to the Latest Practicable Date)	0.365	0.248

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 nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has a present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if 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.

Mr. Luan You Jun, aged 54, was appointed as an executive director of the Company on 29 July 2015. He is also a Vice-President of the Company. Mr. Luan is (i) the chairman and the chief executive officer of Ziegler; and (ii) the vice-chairman of SZ Tianda. Mr. Luan has been working for CIMC for over 24 years and has extensive experience in sales and marketing and managing machinery manufacturing businesses. Mr. Luan obtained a Bachelor's degree and a Master's degree in Mechanical Engineering from the Dalian University of Technology in 1986 and 1989 respectively. Besides, he was awarded an advance certificate in Business Administration from the Tsinghua University in 2006.

Mr. Luan 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. Mr. Luan 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, a Controlling Shareholder of the Company, Mr. Luan has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Saved as disclosed above, Mr. Luan did not hold any directorship in listed public companies in the last 3 years.

There is no information relating to Mr. Luan 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. Luan as a Director.

APPENDIX II BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS

Mr. Yu Yu Qun, aged 53, was appointed as a non-executive director of the Company on 26 May 2016. He is a vice-president and the secretary to the board of directors and company secretary of CIMC, responsible for shareholder relations, investor relations and financing management. He is also (i) a non-executive director of CIMC Enric Holdings Limited; and (ii) a non-executive director of Pteris. The shares of Pteris were delisted from the Singapore Stock Exchange on 7 September 2016. Mr. Yu was a non-executive director of TSC Group Holdings Limited (currently known as CIMC Ocean En-Tech Holding Co., Ltd.) from March 2011 to July 2016. CIMC Enric Holdings Limited and CIMC Ocean En-Tech Holding Co., Ltd. are companies whose shares are listed on the Stock Exchange. Mr. Yu had worked in the State Bureau of Commodity Prices of the PRC before joining CIMC in 1992. He is a member of the Appellate Review Committee of the Shenzhen Stock Exchange and a member of the first session of the Mergers and Acquisitions Financing Committee of the China Association for Public Companies. Mr. Yu obtained a bachelor's degree and a master's degree in Economics from the Peking University in 1987 and 1992 respectively.

Mr. Yu 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. Mr. Yu 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, a Controlling Shareholder of the Company, Mr. Yu has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Saved as disclosed above, Mr. Yu did not hold any directorship in listed public companies in the last 3 years.

There is no information relating to Mr. Yu 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. Yu as a Director.

Mr. Ho Man, aged 49, was appointed as an independent non-executive director of the Company on 29 July 2015. Mr. Ho has over 20 years of working experience in private equity investment and finance and is currently the managing director of an investment holding company. Prior to that, Mr. Ho served as an executive partner representative of a Chengdu-based private equity investment fund from December 2011 to May 2014. Mr. Ho worked for a Hong Kong based private fund management company during January 2010 to December 2013 and was the managing director and head of China growth and expansion capital of CLSA Capital Partners from August 1997 to October 2009.

Mr. Ho was the non-executive director of SCUD Group Limited from December 2006 to October 2009 and Shanghai Tonva Petrochemical Co., Ltd. (currently known as Shanghai Dasheng Agriculture Finance Technology Co., Ltd) from September 2008 to October 2009, both being companies whose shares are listed on the Stock Exchange. He was the independent director of Shenzhen Forms Syntron Information Co. Ltd, a company listed on the ChiNext of Shenzhen Stock Exchange, from February 2012 to February 2018.

In addition to his directorship in the Company, Mr. Ho has been an independent non-executive director of Fantasia Holdings Group Co., Limited, since October 2009; an independent non-executive director of Fu Shou Yuan International Group Limited, since December 2013; an independent non-executive director of Infinity Financial Group (Holdings) Limited (currently known as Momentum Financial Holdings Limited), since November 2016; an independent nonexecutive director of Midas International Holdings Limited (currently known as Magnus Concordia Group Ltd.), since January 2018; and an independent nonexecutive director of Wanjia Group Holdings Limited since February 2018, all being companies whose shares are listed on the Stock Exchange. Mr. Ho has also been a director of Shenzhen Daxiang Space Construction Co., Ltd., a company listed on the National Equities Exchange and Quotations, since September 2015.

Mr. Ho has been awarded an Executive Master of Business Administration degree from Tsinghua University and a master's degree in finance from the London Business School. He is a Chartered Financial Analyst.

Mr. Ho 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. Ho holds 2,000,000 Options granted by the Company under the Share Option Scheme (details of the options granted are shown in the section "Share options held by the retiring and re-electing Director" on page 12). 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. He does not have any relationships with the Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Mr. Ho has confirmed his independency pursuant to Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Ho did not hold any directorship in listed public companies in the last 3 years.

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

APPENDIX II BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS

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. Ho 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
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Mr. Ho Man	26 August 2015	2,000,000	2,000,000	0.42	0.014%
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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).

NOTICE OF ANNUAL GENERAL MEETING

CIMC | TianDa

CIMC-TianDa Holdings Company Limited

中集天達控股有限公司

(formerly known as China Fire Safety Enterprise Group Limited 中國消防企業集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CIMC-TianDa Holdings Company Limited (the “Company”) will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 27 June 2019 (Thursday) at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the report of the Directors and auditor for the year ended 31 December 2018;
2. To re-elect retiring Directors of the Company (the “Directors”) and authorise the board of Directors (the “Board”) to fix their remuneration;
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration; and

by way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTIONS

4. **“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 aggregate nominal amount of share capital of the Company 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:

NOTICE OF ANNUAL GENERAL MEETING

- (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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) of this Resolution shall be limited accordingly;

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“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 aggregate nominal amount 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 aggregate nominal amount of the share capital of the Company 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
- (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.”

6. **“THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in the notice, of which this Resolution forms part, the aggregate nominal amount of share capital of the Company 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 aggregate nominal amount of the shares in the Company 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 aggregate nominal amount of the share capital of the Company 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, 30 April 2019

NOTICE OF ANNUAL GENERAL MEETING

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

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.
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, 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 Monday, 24 June 2019 to Thursday, 27 June 2019 (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 Friday, 21 June 2019.
5. 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.
6. A form of proxy for the meeting is enclosed with this circular.