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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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 268 OF 2020

IN THE MATTER OF SECTIONS 15 AND 86 OF
THE COMPANIES LAW (2020 REVISION)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995
AND IN THE MATTER OF CIMC-TIANDA HOLDINGS COMPANY LIMITED
中集天達控股有限公司

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 24 November 2020 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of holders of ordinary shares of HK\$0.01 each in the capital of CIMC-TianDa Holdings Company Limited 中集天達控股有限公司 (the “**Company**”) other than the Joint Offerors and the Joint Offeror Concert Parties, which are defined in the composite scheme document, of which this Notice forms part (the “**Holders**”), for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholder(s) (as defined in the Scheme) and that the Court Meeting will be held at Units A-B, 16/F, China Overseas Building, 139 Hennessy Road, Wan Chai, Hong Kong on Thursday, 24 December 2020 at 12:30 p.m. (Hong Kong time) at which place and time all such Holders are requested to attend. A copy of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the composite scheme document of which this Notice forms part.

A copy of the composite scheme document can also be obtained by the Holders from the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Such Holders may vote in person at the Court Meeting or they may appoint one other person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A pink form of proxy for use at the Court Meeting is enclosed with the composite scheme document dated 30 November 2020 dispatched to members of the Company on 30 November 2020.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding, the first named shareholder being the senior.

It is requested that forms appointing proxies be deposited at the Hong Kong branch share registrar of the Company at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 12:30 p.m. (Hong Kong time) on Tuesday, 22 December 2020. By the Order, the Court has appointed DR. Loke Yu, an independent non-executive director of the Company, or failing him, Mr. Heng Ja Wei or Mr. Ho Man, independent non-executive directors of the Company, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
CIMC-TianDa Holdings Company Limited
中集天達控股有限公司
Dated 30 November 2020

Registered Office

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

Principal Place of Business in Hong Kong

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

As at the date of this notice, the directors of the Company 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>