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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 **China Tianrui Automotive Interiors Co., LTD** (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHINA TIANRUI AUTOMOTIVE INTERIORS CO., LTD**  
**中國天瑞汽車內飾件有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6162)**

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

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This circular together with a form of proxy will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.trqcns.com](http://www.trqcns.com).

A notice convening the AGM to be held at meeting room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi'an Economic & Technological Development Zone, Xi'an City, Shaanxi Province, China on Friday, 14 June 2019, at 3 p.m. is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the AGM or any adjournment thereof, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

30 April 2019

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at meeting room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi’an Economic & Technological Development Zone, Xi’an City, Shaanxi Province, China on Friday, 14 June 2019 at 3 p.m.
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Companies Law”	the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	China Tianrui Automotive Interiors Co., LTD, a company incorporated in the Cayman Islands as an exempted company with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Connected Person(s)”	has the same meaning as defined in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and for the purpose of this circular, refers to Mr. Hou Jianli, Ms. Chen Bierui and H&C Group individually and as a group where the context requires
“Director(s)”	the director(s) of the Company
“Extension Mandate”	subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“H&C Group”	H&C Group Holding Limited, a company incorporated under the laws of the BVI with liability limited by shares, which is owned as to 60% by Mr. Hou Jianli and 40% by Ms. Chen Bierui , and being one of our Controlling Shareholders

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## DEFINITIONS

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	18 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	15 January 2019, on which dealings in Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau and Taiwan)
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange which shall not exceed 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, modified and supplemented from time to time

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## DEFINITIONS

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“Xian Tianrui”	西安天瑞汽車內飾件有限公司 (Xian Tianrui Automotive Interiors Co., Ltd.*), a company established under the laws of the PRC with limited liability on 22 May 2009, which is an indirect wholly-owned subsidiary of our Company
“%”	per cent
“*”	for identification purpose only

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LETTER FROM THE BOARD

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**CHINA TIANRUI AUTOMOTIVE INTERIORS CO., LTD**

**中國天瑞汽車內飾件有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6162)**

*Executive Directors:*

Mr. Hou Jianli (*Chairman*)

Ms. Chen Bierui

Mr. Zhao Shijie

*Independent Non-executive Directors:*

Mr. Zhu Hongqiang

Mr. Zhou Genshu

Mr. Shin Yick Fabian

*Registered office:*

Sertus Chambers

Governors Square

Suite #5-204

23 Lime Tree Bay Avenue

P.O. Box 2547

Grand Cayman, KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

9/F., MW Tower,

No. 111 Bonham Strand,

Sheung Wan,

Hong Kong

*To the Shareholders,*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and provide you with information regarding (i) the ordinary resolutions on the proposed grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) ordinary resolutions on the declaration of final dividend; (iii) ordinary resolutions on the proposed re-election of the retiring Directors; and (iv) the proposed re-appointment of auditor of the Company and to seek your approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 400,000,000 Shares.

At the AGM, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 200,000,000 Shares. In addition, subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in the Appendix I to this circular.

### 3. DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 26 March 2019 relating to the annual results of the Group for the year ended 31 December 2018, the Board recommended that subject to Shareholders' approval in the forthcoming AGM, the Company proposed to declare and distribute a final dividend of HK\$0.6 cents per ordinary Share for the year ended 31 December 2018, which, if approved, is expected to be paid on or about 14 August 2019, to the Shareholders whose names appear on the register of members of the Company on 26 June 2019.

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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of three executive Directors, namely, Mr. Hou Jianli, Ms. Chen Bierui and Mr. Zhao Shijie, and three independent non-executive Directors, namely Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Shin Yick Fabian.

In accordance with 112 of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director so appointed shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting pursuant to 108 of the Articles. The Board has appointed Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Shin Yick Fabian as independent non-executive Directors on 18 December 2018. As such, the resolution in relation to the re-election of Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Shin Yick Fabian as independent non-executive Directors will be proposed at the AGM.

In accordance with 108 (a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. In addition, in accordance with 108 (b) of the Articles, any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Mr. Hou Jianli, Ms. Chen Bierui and Mr. Zhao Shijie were appointed as the first Directors on 27 April 2017. As such, the resolution in relation to the re-election of Ms. Chen Bierui will be proposed at the AGM.

To enable the Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the retiring Directors, as required under Chapter 13 of the Listing Rules, are set out in the Appendix II to this circular.

### 5. RE-APPOINTMENT OF THE AUDITOR

KPMG will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.



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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve the Issue Mandate, Repurchase Mandate and the Extension Mandate, to approve the final dividend, to re-elect Directors and to re-appoint auditor of the Company are set out on page 16 to page 20 of this circular. According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

A form of proxy for the AGM is enclosed with this circular and can also be downloaded from the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.trqcn.com](http://www.trqcn.com). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

### 7. RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the AGM notice are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the resolutions as set out in the AGM notice to be proposed at the AGM.

### 8. CLOSURE OF REGISTER OF MEMBERS

#### (a) Entitlement to attend and vote at the AGM

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 11 June 2019 to 14 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 10 June 2019, being the business day before the first day of closure of the register of members.

#### (b) Entitlement to qualify for the final dividend

For determining the entitlement to the final dividend, the register of members of the Company will be closed from 21 June 2019 to 26 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to qualify for the final dividend, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at the above address, for registration not later than 4:30 p.m. on 20 June 2019, being the business day before the first day of closure of the register of members.

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## LETTER FROM THE BOARD

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### 9. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 10. GENERAL INFORMATION

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

### 11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By Order of the Board  
**China Tianrui Automotive Interiors Co., LTD**  
**Hou Jianli**  
*Chairman*

Xi'an, the PRC, 30 April 2019

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Main Board of Stock Exchange to repurchase their shares on the Main Board of Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at Latest Practicable Date, there were a total of 2,000,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 200,000,000 Shares which represents 10% of the total number of issued Shares as at the date of passing such resolution.

### **3. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

### **4. FUNDING AND EFFECT OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2018, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

**6. INTENTION TO SELL SHARES**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

**7. TAKEOVER CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, H&C Group was interested in 75% of the issued the total number of Shares of the Company. H&C Group is owned as to 60% and 40% by Mr. Hou Jianli and Ms. Chen Bierui, respectively.

Assuming H&C Group will not dispose of its interests in the Shares nor will it acquire additional Shares, if the Repurchase Mandate was exercised in full, the percentage shareholding of H&C Group would be increased to approximately 83.33% of the issued share capital of the Company.

On the basis of the shareholding held by H&C Group in the Company, the exercise of the Repurchase Mandate in full will not result in it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code but will reduce the percentage of Shares held by public to below the prescribed minimum percentage of 25% required by the Stock Exchange. Having said that, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**8. CONNECTED PERSON**

No core connected person 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, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**10. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from the Listing Date and up to and including the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
January (from the Listing Date)	0.265	0.147
February	0.166	0.135
March	0.189	0.142
April (up to the Latest Practicable Date)	0.163	0.141

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## APPENDIX II                      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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The following are the particulars of the Directors proposed to be re-elected at the AGM:

**Ms. Chen Bierui, executive Director**, aged 57, is one of the founders of our Group, our Executive Director and the deputy general manager of our Group. Ms. Chen is mainly responsible for administrative management and business operation of our Group. Ms. Chen joined our Group in May 2009, and she was appointed as our Director on 27 April 2017 and redesignated as our executive Director on 9 May 2018. Ms. Chen is also a member of the remuneration committee of the Company.

Ms. Chen possesses over 10 years of experience in the manufacturing industry. From August 1985 to May 1996, Ms. Chen served as a general staff in 陝西省先鋒機械廠 (Shaanxi Province Pioneer Machinery Factory\*). Ms. Chen also possesses over 20 years of experience in the information technology industry. From June 1996 to December 2016, Ms. Chen served as director of information engineering department and deputy director of municipal agricultural information centre of 寶雞市科技信息研究所 (Baoji City Scientific and Technological Information Research Institute\*).

Ms. Chen graduated from Shaanxi Institute of Technology (陝西工學院) (now known as Shaanxi University of Technology (陝西理工大學)) in the PRC with a bachelor's degree in industrial electronic automation in July 1985.

Ms. Chen has entered into a service contract with our Company commencing from 15 January 2019 for an initial term of three years unless terminated by either party giving not less than one month's notice in writing to the other party. Ms. Chen is entitled to a remuneration fee of RMB180,000 per annum. The remuneration is determined based on Ms. Chen's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Ms. Chen was interested in 1,500,000,000 Shares. Ms. Chen is the spouse of Mr. Hou Jianli, who is our Controlling Shareholder, our executive Director, the chairman of our Board, the chief executive officer and the general manager of our Group. Save as disclosed herein, Ms. Chen did not have any other interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Ms. Chen has not held any directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Ms. Chen is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

**Mr. Zhu Hongqiang, independent non-executive Director**, aged 49, was appointed as our independent non-executive Director on 18 December 2018 and is also the chairman of the remuneration committee of the Company and a member of the audit committee of the Company. Mr. Zhu has over 17 years of experience in legal practice in the PRC. He joined Shaanxi Yongjia Law Firm (陝西永佳律師事務所) in October 2001 as a lawyer and the deputy director and is currently a partner of the law firm.

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## APPENDIX II                      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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Mr. Zhu obtained a diploma in law from Northwest College of Political Science and Law (西北政法學院) (now known as Northwest University of Political Science and Law (西北政法大學)) through self-study higher education examination (高等教育自學考試) in the PRC in June 1998. Mr. Zhu obtained a bachelor's degree in law from Evening College of Xi'an Technological Institute (西安工業學院) (now known as Xi'an Technological University (西安工業大學)) in the PRC in July 2005. Mr. Zhu was admitted as a PRC lawyer by the Shaanxi Provincial Department of Justice (陝西省司法廳) in October 2001.

Mr. Zhu has entered into an appointment letter with our Company for an initial term of three years commencing from 15 January 2019 unless terminated by either party giving not less than one month's written notice to the other party. Mr. Zhu is entitled to a remuneration fee of RMB80,000 per annum. The remuneration is determined based on Mr. Zhu's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Mr. Zhu did not have any interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Mr. Zhu has not held any directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Mr. Zhu is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

**Mr. Zhou Genshu, independent non-executive Director**, aged 55, was appointed as our independent non-executive Director on 18 December 2018 and is also the chairman of the audit committee of the Company and a member of each of the remuneration committee and nomination committee of the Company. Mr. Zhou has over 23 years of experience in the education industry. Since November 1995, he worked in the School of Materials Science and Engineering of Xi'an Jiaotong University (西安交通大學材料科學與工程學院) successively as associate professor, professor and doctoral supervisor and is mainly responsible for lecturing and material science research. During such period, he has hosted several important scientific research projects and published academic papers on reputable scientific journals.

Mr. Zhou obtained a bachelor's degree in foundry engineering and a master's degree in foundry engineering from Tsinghua University (清華大學) in July 1986 and August 1989 respectively. He obtained a doctoral degree in foundry engineering from Northwestern Poly-technical University (西北工業大學) in October 1993. He obtained a post-doctoral certificate in material science and engineering from National Post-Doctoral Regulatory Committee (全國博士後管理委員會) in December 1995. He serves as the committee member and secretary of the Typical Component Heat Treatment Technology Committee of the Chinese Mechanical Engineering Society (全國熱處理學會典型零件熱處理技術委員會) since October 2006, the standing committee member of the Heat Treatment Branch of Chinese Mechanical Engineering Society (中國機械工程學會熱處理分會) since July 2015 and the chairman of the Material and Heat Treatment Branch of the Shaanxi Provincial Mechanical Engineering Society (陝西省機械工程學會材料及熱處理分會) since March 2016. He has been granted several awards including the third prize of Shaanxi Province Science and Technology Award, the second prize of Xi'an City Science and Technology Award, the second prize of Chinese University Science and Technology Award and the Technology Innovation Award of Heat Treatment Society.

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## APPENDIX II                      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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Mr. Zhou has entered into an appointment letter with our Company for an initial term of three years commencing from 15 January 2019 unless terminated by either party giving not less than one month's written notice to the other party. Mr. Zhou is entitled to a remuneration fee of RMB80,000 per annum. The remuneration is determined based on Mr. Zhou's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Mr. Zhou did not have any interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Mr. Zhou has not held any directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Mr. Zhou is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

**Mr. Shin Yick Fabian, independent non-executive Director**, aged 50, was appointed as our independent non-executive Director on 18 December 2018 and is also a member of each of the audit committee and nomination committee of the Company. Mr. Shin possesses over 28 years of experience in finance and investment banking.

Mr. Shin is currently an independent non-executive director of Lisi Group (Holdings) Limited (stock code: 526) and Newton Resources Limited (stock code: 1231), a non-executive director of Pak Tak International Limited (stock code: 2668), those companies are listed on the Main Board of the Hong Kong Stock Exchange, and a non-executive director of BIO-key International, Inc. (NASDAQ: BKYI), a company whose shares are traded at the Nasdaq stock market of the United States. He was a senior consultant of a China-based securities company from June 2018 to January 2019, the chief executive officer of a private corporate financial company from July 2015 to May 2018 and the deputy chief executive officer of CMB International Capital Corporation Limited from February 2010 to July 2015. Prior to joining CMB International Capital Corporation Limited, he worked in several investment banks in Hong Kong.

Mr. Shin was an independent non-executive director of Huabang Financial Holdings Limited (stock code: 3638) from 30 September 2016 to 2 October 2018 and an independent non-executive director of China Shun Ke Long Holdings Limited (stock code: 974) from 19 August 2015 to 31 October 2018.

Mr. Shin graduated from the University of Birmingham in England with a bachelor's degree in commerce in July 1990. After graduation, he worked in the audit department of Deloitte Touche Tohmatsu. He had also worked in a listed company in Hong Kong as group financial controller. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.

Mr. Shin has entered into an appointment letter with our Company for an initial term of three years commencing from 15 January 2019 unless terminated by either party giving not less than one month's written notice to the other party. Mr. Shin is entitled to a remuneration fee of RMB80,000 per annum. The remuneration is determined based on Mr. Shin's experience, responsibility, workload and the time devoted to our Company.



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**APPENDIX II                      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED AT THE AGM**

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As at the Latest Practicable Date, Mr. Shin did not have any interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, Mr. Shin has not held any directorships in any public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years. Mr. Shin is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

Saved as disclosed herein, in relation to the re-election of the above-mentioned directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### CHINA TIANRUI AUTOMOTIVE INTERIORS CO., LTD

### 中國天瑞汽車內飾件有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6162)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Tianrui Automotive Interiors Co., LTD (the “**Company**”) will be held at Meeting Room, 2/F., No. 6 Weihua Road North, Jingwei Xincheng, Xi’an Economic & Technological Development Zone, Xi’an City, Shaanxi Province, China on Friday, 14 June 2019, at 3 p.m. for the following purposes:

1. To receive and approve the Audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and Auditor of the Company for the year ended 31 December 2018;
2. To re-elect, each as a separate resolution, the following person as a director of the Company:
  - (a) Ms. Chen Bierui;
  - (b) Mr. Zhu Hongqiang;
  - (c) Mr. Zhou Genshu;
  - (d) Mr. Shin Yick Fabian; and
  - (e) to authorise the board of directors of the Company to fix the Directors’ remuneration
3. To re-appoint KPMG as the auditor of the Company and to authorise the Board of directors of the Company to fix the auditor’s remuneration;
4. To declare a final dividend of HK\$0.6 cents per ordinary Share for the year ended 31 December 2018;

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## NOTICE OF AGM

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5. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares (the “**Share**”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
  - (aa) 20 per cent. of the total number of issued Shares on the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (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 the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Right Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holder of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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- (c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the resolution numbered 5(d) above.”
7. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution:

“**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the unconditional general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the total number of shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of Shares purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

By Order of the Board  
**China Tianrui Automotive Interiors Co., LTD**  
**Hou Jianli**  
*Chairman*

Xi'an, the PRC, 30 April 2019

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.
- (5) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 11 June 2019 to 14 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 10 June 2019, being the business day before the first day of closure of the register of members.

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## NOTICE OF AGM

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- (6) For determining the entitlement to qualify for the final dividend, the register of members of the Company will be closed from 21 June 2019 to 26 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to qualify for the final dividend, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 20 June 2019, being the business day before the first day of closure of the register of members.
- (7) According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Hou Jianli, Ms. Chen Bierui and Mr. Zhao Shijie, and three independent non-executive Directors, namely Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Shin Yick Fabian.*