
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 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
ELECTION AND RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING

This circular together with a form of proxy will remain on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at 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, 12 June 2020, at 3 p.m. is set out on pages 15 to 19 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 54, 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.

29 April 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
Issue Mandate, Repurchase Mandate and Extension Mandate	5
Declaration of Final Dividend	5
Election and Re-election of Directors	6
Re-appointment of the Auditor	6
Annual General Meeting	7
Recommendation	7
Closure of Register of Members	7
Responsibility Statement	8
General Information	8
Miscellaneous	8
APPENDIX I — EXPLANATORY STATEMENT	9
APPENDIX II — BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE AGM	12
NOTICE OF AGM	15

DEFINITIONS

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, 12 June 2020 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

DEFINITIONS

“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”	17 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“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 the 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

DEFINITIONS

“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

LETTER FROM THE BOARD



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
ELECTION AND RE-ELECTION OF 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 election and re-election of 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.

LETTER FROM THE BOARD

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 27 March 2020 relating to the annual results of the Group for the year ended 31 December 2019, 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 2019, which, if approved, is expected to be paid on or about 18 August 2020, to the Shareholders whose names appear on the register of members of the Company on 24 June 2020.

LETTER FROM THE BOARD

4. ELECTION AND RE-ELECTION OF 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 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 and Mr. Zhao Shijie were appointed as the first Directors on 27 April 2017. Except for Mr. Hou Jianli and Mr. Zhao Shijie, other Directors were re-elected in the annual general meeting on 14 June 2019. As such, the resolution in relation to the re-election of Mr. Hou Jianli and Mr. Zhao Shijie will be proposed at the AGM.

Ms. Chen Bierui has notified the Board that she will cease to act as executive Director with effect from the date of the conclusion of the AGM. Ms. Chen Bierui confirmed that she has no disagreement with the Board and the Company and there is no other matter in relation to her resignation that needs to be brought to the attention to the Shareholders. Ms. Hou Yuxi has been nominated as a candidate for election as an executive Director in place of Ms. Chen Bierui at the AGM.

To enable the Shareholders to make an informed decision on the re-election and appointment of the proposed Directors, the biographical details of the proposed 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.

LETTER FROM THE BOARD

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 elect and re-elect Directors and to re-appoint auditor of the Company are set out on page 15 to page 19 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 and on the website of the Company at 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 54, 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 9 June 2020 to 12 June 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 8 June 2020, 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 19 June 2020 to 24 June 2020, 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 18 June 2020, being the business day before the first day of closure of the register of members.

LETTER FROM THE BOARD

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, 29 April 2020

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 2019, 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 Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.151	0.110
May	0.125	0.097
June	0.120	0.104
July	0.114	0.094
August	0.124	0.075
September	0.115	0.100
October	0.117	0.100
November	0.124	0.105
December	0.125	0.103
2020		
January	0.128	0.110
February	0.172	0.113
March	0.138	0.106
April (up to and including the Latest Practicable Date)	0.124	0.140

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

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

Mr. Hou Jianli, executive Director, aged 56, is one of the founders of our Group, our Executive Director, the chairman of our Board, the chief executive officer and the general manager of our Group. Mr. Hou is mainly responsible for the overall management, operations, strategic development and business planning of our Group. Mr. Hou joined our Group in May 2009 and has been acting as executive director and general manager of Xian Tianrui since then. He was appointed as our Director on 27 April 2017 and was redesignated as our Executive Director on 9 May 2018. Mr. Hou is also the director of certain subsidiaries of the Company. Mr. Hou is also the chairman of the nomination committee of the Company.

Mr. Hou also possesses over 30 years of experience in the manufacturing industry. From August 1985 to January 2000, Mr. Hou successively served as technician, workshop deputy director, branch manager, chief engineer and head of the composite packaging materials research institute of 陝西省先鋒機械廠 (Shaanxi Province Pioneer Machinery Factory*). Since January 2000, Mr. Hou served as legal representative and director of 寶雞市天祥包裝印務有限公司 (Baoji Tianxiang Packaging and Printing Co., Ltd.*).

Mr. Hou 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.

Mr. Hou 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. Mr. Hou is entitled to a remuneration fee of RMB180,000 per annum. The remuneration is determined based on Mr. Hou's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Mr. Hou was interested in 1,500,000,000 Shares. Mr. Hou is the spouse of Ms. Chen Bierui, who is our Controlling Shareholder, our executive Director and the deputy general manager of our Group. Save as disclosed herein, Mr. Hou 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, Mr. Hou 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. Hou is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

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

Mr. Zhao Shijie, executive Director, aged 37, is our Executive Director, the chief financial officer of our Group, the secretary of our Board and one of the joint company secretaries of our Company. Mr. Zhao is primarily responsible for the accounting and financial management of our Group and assisting our Board on corporate governance matters. Mr. Zhao joined our Group in June 2016. He was appointed as our Director on 27 April 2017 and redesignated as our Executive Director on 9 May 2018.

Mr. Zhao has over 13 years of experience in accounting. From July 2006 to August 2011, Mr. Zhao served as project assistant and project manager at the Chongqing branch of Pan-China Certified Public Accountants LLP (天健會計師事務所). From August 2011 to May 2016, Mr. Zhao served as deputy general manager and chief financial officer of 北京市春立正達醫療器械股份有限公司 (Beijing Chunlizhengda Medical Instruments Co., Ltd*), the shares of which were listed on the Main Board (stock code: 1858).

Mr. Zhao obtained a bachelor's degree in accounting from Chongqing University (重慶大學) in the PRC in June 2006.

Mr. Zhao 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. Mr. Zhao is entitled to a remuneration fee of RMB180,000 per annum. The remuneration is determined based on Mr. Zhao's experience, responsibility, workload and the time devoted to our Company.

As at the Latest Practicable Date, Mr. Zhao 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. Zhao 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. Zhao is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

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

Ms. Hou Yuxi, aged 31, is the assistant to the chairman of the Group. She is mainly responsible for strategic planning, team evaluation, and performance assessment. Ms. Hou joined our Group in March 2020.

Ms. Hou has over 6 years of experience in the banking industry. From July 2013 to March 2020, Ms. Hou served as a cash teller, counter teller, business appraisal post, product manager, and wealth consultant for China Minsheng Bank Co., Ltd. Xi'an Branch. During this period, she obtained various certifications such as Certified Financial Planner, International Certificate in Banking Risk and Regulation (ICBRR).

Ms. Hou graduated from Fudan University in July 2013 with a master's degree in economics.

Ms. Hou is the daughter 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. Ms. Hou is also the daughter of Ms. Chen Bierui, who is our Controlling Shareholder, our executive Director and the deputy general manager of our Group. As at the Latest Practicable Date, Ms. Hou 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, Ms. Hou 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. Hou is not connected with any other Directors, members of our senior management, substantial shareholders or Controlling Shareholders of our Company.

If Ms. Hou is elected as an executive Director at the AGM, Ms. Hou will enter into a service contract with our Company commencing from 12 June 2020 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. Hou is entitled to a remuneration fee of RMB180,000 per annum. The remuneration is determined based on Ms. Hou's experience, responsibility, workload and the time devoted to our Company. Ms. Hou will be subject to retirement and re-election in accordance with the Articles of Association of the Company.

Save as disclosed above, in relation to the election and 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.

NOTICE OF AGM



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, 12 June 2020, 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 2019;
2. To re-elect, each as a separate resolution, the following person as a director of the Company:
 - (a) Mr. Hou Jianli; and
 - (b) Mr. Zhao Shijie;
3. To authorise the board of directors of the Company to fix the Directors’ remuneration;
4. To elect Ms. Hou Yuxi as a director of the Company and to authorise the board of directors of the Company to fix the remuneration and to enter into a service contract with Ms. Hou Yuxi on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
5. 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;
6. To declare a final dividend of HK\$0.6 cents per ordinary Share for the year ended 31 December 2019;

NOTICE OF AGM

7. 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

NOTICE OF AGM

(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).”

8. 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

NOTICE OF AGM

(c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the resolution numbered 7(d) above.”

9. 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 7 and 8 above, the unconditional general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 7 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 8 above.”

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

Xi'an, the PRC, 29 April 2020

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 54, 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 9 June 2020 to 12 June 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 8 June 2020, being the business day before the first day of closure of the register of members.

NOTICE OF AGM

- (6) For determining the entitlement to qualify for the final dividend, the register of members of the Company will be closed from 19 June 2020 to 24 June 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 18 June 2020, 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.