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## **CIMC-TianDa Holdings Company Limited**

**中集天達控股有限公司**

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

**(Stock code: 445)**

### **COMPLETION OF VERY SUBSTANTIAL ACQUISITION IN RELATION TO ACQUISITION OF 100% OF THE EQUITY INTEREST IN SHANGHAI JINDUN SPECIAL VEHICLE EQUIPMENT CO., LTD. INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

Reference is made to the announcements dated 19 October 2018, 30 January 2019 and 23 April 2019 of CIMC-TianDa Holdings Company Limited (the “**Company**”) and the circular dated 25 March 2019 of the Company in relation to, amongst other things, the acquisition of 100% of the equity interest in Shanghai Jindun Special Vehicle Equipment Co., Ltd. involving issue of Consideration Shares under specific mandate (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that the change of industry and commerce registration in respect of the Sale Interest has been completed and the completion of the Acquisition pursuant to the Equity Transfer Agreement took place on 29 April 2019. As of the date of this announcement, the 2018 Audit Report of the Target Group has not been issued. Following Completion, the Target Company will become a wholly owned subsidiary of the Company and the financial information of the Target Group will be consolidated into the financial statements of the Group.

## CONSIDERATION PAYABLE AFTER COMPLETION

Pursuant to the Equity Transfer Agreement, the Group is obliged to pay the Vendor: (i) the First Instalment of RMB114,540,000 within 15 Business Days upon satisfaction of the conditions precedent and within 15 Business Days after completion of the change of industry and commerce registration in respect of the Sale Interest; (ii) the Second Instalment of RMB76,360,000 which shall be payable by the issue of 275,782,224 new Shares, the First Batch Consideration Shares, within 30 Business Days upon completion of the change of industry and commerce registration in respect of the Sale Interest; and (iii) the Remaining Balance of RMB76,360,000 which shall be payable by the issue of 275,782,224 new Shares, the Second Batch Consideration Shares, within 30 Business Days upon the issue of the 2018 Audit Report of the Target Group.

The Vendor undertakes to charge the Second Batch Consideration Shares in favour of the Purchaser or any affiliate designated by the Purchaser as a security for the 2019 Guaranteed Net Profit.

## EFFECTS OF THE ACQUISITION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company before and after the issue of the Consideration Shares (assuming that there is no other change in the shareholding structure of the Company):

	Immediately before the issue of the Consideration Shares		Immediately after the issue of the Consideration Shares	
	Number of issued Share	Approximate shareholding ratio	Number of issued Share	Approximate shareholding ratio
<i>Non-public shareholders</i>				
CIMC Top Gear B.V.	1,223,571,430	8.5%	1,223,571,430	8.1%
Sharp Vision Holdings Limited	6,164,472,279	42.6%	6,164,472,279	41.0%
Fengqiang Holdings Limited	2,290,956,291	15.8%	2,290,956,291	15.3%
Jiang Xiong	981,600,000	6.8%	981,600,000	6.5%
Sub-total	<u>10,660,600,000</u>	<u>73.7%</u>	<u>10,660,600,000</u>	<u>70.9%</u>
<i>Public Shareholders</i>				
Vendor	-	-	551,564,448	3.7%
Other Public Shareholders	<u>3,811,304,470</u>	<u>26.3%</u>	<u>3,811,304,470</u>	<u>25.4%</u>
Sub-total	<u>3,811,304,470</u>	<u>26.3%</u>	<u>4,362,868,918</u>	<u>29.1%</u>
	<u><b>14,471,904,470</b></u>	<u><b>100%</b></u>	<u><b>15,023,468,918</b></u>	<u><b>100%</b></u>

## PRC REGULATORY FILING AFTER COMPLETION

As disclosed in the Circular, the Target Company currently possesses the Scientific Research and Production of Arms and Equipment Permit (武器裝備科研生產許可) and the Equipment Production Entity Permit (裝備承製單位許可證) and it is therefore regarded as a military enterprise (涉軍企業) in the PRC. Pursuant to the Temporary Provisions on the Reorganization and Listing of Military Related Enterprises and the Examination of Capital Operation in Military Projects After Listing (《涉軍企事業單位改制重組上市及上市後資本運作軍工事項審查工作管理暫行辦法》(科工計[2016] 209 號)), the Target Group is required to make a filing about the change in its shareholdings as a military enterprise as a result of the Acquisition (the “**Filing**”) to the State Administration of Science, Technology and Industry for National Defence (國防科工局) (the “**Authority**”). On 28 November 2018, the Target Group made the Filing to the Authority which has confirmed that the process of reviewing the Filing shall commence after the Completion. As a result, the Target Company will resubmit the Filing shortly after the Completion.

Updates on the status and outcome of the review of the Filing by the Authority will be made by the Company in announcements and/or interim and annual reports of the Company as and when appropriate.

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

Hong Kong, 30 April 2019

As at the date of this announcement, the Board comprises:

<i>Dr. Li Yin Hui</i>	<i>Chairman and Non-executive Director</i>
<i>Mr. Jiang Xiong</i>	<i>Honorary Chairman and Executive Director</i>
<i>Mr. Zheng Zu Hua</i>	<i>Executive Director</i>
<i>Mr. Luan You Jun</i>	<i>Executive Director</i>
<i>Mr. Yu Yu Qun</i>	<i>Non-executive Director</i>
<i>Mr. Robert Johnson</i>	<i>Non-executive Director</i>
<i>Dr. Loke Yu</i>	<i>Independent non-executive Director</i>
<i>Mr. Heng Ja Wei</i>	<i>Independent non-executive Director</i>
<i>Mr. Ho Man</i>	<i>Independent non-executive Director</i>