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**CIMC | TianDa**  
**CIMC-TianDa Holdings Company Limited**  
**中集天達控股有限公司**

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

**(Stock Code: 445)**

**UPDATE ANNOUNCEMENT  
IN RELATION TO  
VERY SUBSTANTIAL 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, 23 April 2019 and 30 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.

**CONSIDERATION PAYABLE AFTER COMPLETION**

As disclosed in the Circular and the announcement of the Company dated 30 April 2019, 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 further 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.

The Board would like to provide an update to the shareholders (the “**Shareholders**”) of the Company that as at the date of this announcement, the First Instalment of RMB114,540,000 has been paid by the Group to the Vendor pursuant to the terms and conditions of the Equity Transfer Agreement.

By a side letter dated 10 September 2019, the parties to the Equity Transfer Agreement agreed that (i) the First Batch Consideration Shares shall be allotted and issued to the Vendor and/or its wholly-owned subsidiary within 180 Business Days upon completion of the change of industry and commerce registration in respect of the Sale Interest (or such other date as the Purchaser and the Vendor may agree); (ii) the Second Batch Consideration Shares shall be allotted and issued to the Vendor and/or its wholly-owned subsidiary within 180 Business Days upon the issue of the 2018 Audit Report of the Target Group (or such other date as the Purchaser and the Vendor may agree); and (iii) the Vendor undertakes to charge or procure its wholly-owned subsidiary 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.

Save for the aforementioned, all other terms and conditions of the Equity Transfer Agreement remain in full force and effect.

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

Hong Kong, 10 September 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>