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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)

ISSUE OF CONSIDERATION SHARES 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, 23 April 2019, 30 April 2019 and 10 September 2019 of CIMC-TianDa Holdings Company Limited (the “**Company**”) and the circular dated 25 March 2019 of the Company (the “**Circular**”) 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. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

On 19 September 2019, pursuant to the terms and conditions of the Equity Transfer Agreement and the side letter dated 10 September 2019 (the “**Side Letter**”) as disclosed in the announcement of the Company dated 10 September 2019, (i) the First Batch Consideration Shares consisting of 275,782,224 new Shares have been allotted and issued to HONGKONG RUICHENG CO., LIMITED (“**HongKong Ruicheng**”), a wholly-owned subsidiary of the Vendor, in satisfaction of the Second Instalment of RMB76,360,000 payable by the Group to the Vendor; and (ii) the Second Batch Consideration Shares consisting of 275,782,224 new Shares have been allotted and issued to HongKong Ruicheng in satisfaction of the Remaining Balance of RMB76,360,000 payable by the Group to the Vendor. Pursuant to the terms and conditions of the Equity Transfer Agreement and the Side Letter, the Second Batch Consideration Shares shall be charged by HongKong Ruicheng in favour of the Purchaser or any affiliate designated by the Purchaser as a security for the 2019 Guaranteed Net Profit within 7 Business Days after the payment of the Remaining Balance.

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 allotment and issue of the Consideration Shares (assuming that there is no other change in the issued share capital of the Company since the date of this announcement):

	Immediately before the allotment and issue of the Consideration Shares		Immediately after the allotment and 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	8.1%	1,223,571,430	7.8%
Sharp Vision Holdings Limited	6,755,369,842	44.9%	6,755,369,842	43.3%
Fengqiang Holdings Limited	2,290,956,291	15.2%	2,290,956,291	14.7%
Jiang Xiong	981,600,000	6.5%	981,600,000	6.3%
Sub-total	11,251,497,563	74.7%	11,251,497,563	72.1%
<i>Public Shareholders</i>				
HongKong Ruicheng	-	-	551,564,448	3.5%
Other Public Shareholders	3,811,304,470	25.3%	3,811,304,470	24.4%
Sub-total	3,811,304,470	25.3%	4,362,868,918	27.9%
	15,062,802,033	100%	15,614,366,481	100%

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

Hong Kong, 19 September 2019

As at the date of this announcement, the Directors of the Company are:

<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>