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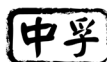
CIMC | TianDa

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)

**MAJOR AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION OF
60% EQUITY INTEREST IN ALBERT ZIEGLER GMBH**

**Independent financial adviser to
the Independent Board Committee and the Independent Shareholders**



中孚資本有限公司
HOLOGRAM CAPITAL LIMITED

THE ACQUISITION

The Board is pleased to announce that on 26 September 2019 (after trading hours of the Stock Exchange), the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor (an indirect wholly-owned subsidiary of CIMC) entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 60% equity interest in Ziegler, for a consideration of EUR31,470,000 (equivalent to approximately RMB245,346,000).

As at the date of this announcement, Ziegler is owned as to 60% by the Vendor and 40% by the Purchaser. Upon Completion, the Purchaser will be interested in the entire equity interest in Ziegler. As such, Ziegler will become a wholly-owned subsidiary of the Company and the financial information of the Ziegler Group will be consolidated into the consolidated financial statements of the Group.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Vendor is an indirect wholly-owned subsidiary of CIMC, which is the controlling shareholder of the Company, and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction on the part of the Company.

As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules, and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Save for Dr. Li Yin Hui, Mr. Zheng Zu Hua, Mr. Luan You Jun and Mr. Yu Yu Qun, who are the Directors nominated by CIMC and have therefore abstained from voting on the relevant resolution(s) of the Board approving the Acquisition, none of the other Directors has material interest in the Acquisition and is required to abstain from voting on the relevant resolution(s).

GENERAL

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

The Independent Board Committee comprising Dr. Loke Yu, Mr. Heng Ja Wei and Mr. Ho Man, being all the independent non-executive Directors, has been established to give a recommendation to the Independent Shareholders in respect of the Acquisition. The Independent Financial Adviser has also been appointed with approval of the Independent Board Committee to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard.

The voting in respect of the Acquisition at the EGM will be conducted by way of poll. The Vendor, CIMC and their respective associates and those who are involved in or interested in the Acquisition shall abstain from voting on the resolutions approving the Acquisition at the EGM.

A circular containing, among other things, (i) further information on the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in the same regard; and (iv) the notice of the EGM, is expected to be despatched to the Shareholders on or before 30 November 2019 as additional time is required for the preparation of the relevant information to be included in the circular.

Completion is subject to the fulfillment of the conditions precedent set out in the Sale and Purchase Agreement and therefore the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

THE ACQUISITION

The Board is pleased to announce that on 26 September 2019 (after trading hours of the Stock Exchange), the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor (an indirect wholly-owned subsidiary of CIMC) entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 60% equity interest in Ziegler, for a consideration of EUR31,470,000 (equivalent to approximately RMB245,346,000).

The principal terms of the Sale and Purchase Agreement are summarised as follows:

Date: 26 September 2019

Parties: (i) the Purchaser, as the purchaser; and
(ii) the Vendor, as the vendor.

The Vendor is an indirect wholly-owned subsidiary of CIMC, which is the controlling shareholder of the Company. As such, the Vendor is a connected person of the Company under Chapter 14A of the Listing Rules.

The CIMC Group is principally engaged in (i) the manufacture of containers, road transportation vehicles, energy, chemical and liquid food equipment, offshore engineering equipment, airport facilities equipment and fire engines and firefighting equipment as well as the provision of relevant services; and (ii) logistics service, industrial city development, finance and other businesses; whereas the Vendor is principally engaged in investment holding.

Asset to be acquired

Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 60% equity interest in Ziegler. As at the date of this announcement, Ziegler is owned as to 60% by the Vendor and 40% by the Purchaser.

Consideration

The Consideration is EUR31,470,000 (equivalent to approximately RMB245,346,000), which shall be payable by the Purchaser to the Vendor or its nominee by way of cash (or other kind of consideration as may be agreed by the Purchaser and the Vendor) within one year from the Completion Date.

The Consideration was determined after arm's length negotiations between the parties to the Sale and Purchase Agreement on normal commercial terms, after taking into account, among others, (i) the consolidated financial results of the Ziegler Group in recent years; (ii) the previous consideration of HK\$489,428,572 for the acquisition of 40% equity interest in Ziegler and 40% of all the amounts owed by Ziegler to the Vendor by the Purchaser from the Vendor; and (iii) the business and development prospects of the Ziegler Group. It is expected that the Consideration will be funded by internal resources of the Group and/or bank borrowings.

Conditions Precedent

Completion is subject to the following conditions having been fulfilled or waived (as the case may be):

- (i) the passing of the resolution by the Independent Shareholders at the EGM approving the Sale and Purchase Agreement and the transactions contemplated thereunder;
- (ii) all necessary consents and approvals required to be obtained on the part of the Vendor and Ziegler in respect of the Acquisition having been obtained;
- (iii) all necessary consents and approvals required to be obtained on the part of the Purchaser in respect of the Acquisition having been obtained;
- (iv) the warranties given by the Vendor remaining true and accurate and not misleading from the date of the Sale and Purchase Agreement and up to the Completion Date;
- (v) there being no material adverse changes on any member of the Ziegler Group since the date of the Sale and Purchase Agreement; and
- (vi) there being no event, fact or circumstances which would result in a breach or possible breach of the warranties by the Vendor.

The Purchaser may at any time waive any of the conditions as set out in (iv), (v) and (vi) above by notice in writing to the Vendor and all other conditions precedent are incapable of being waived by the parties to the Sale and Purchase Agreement.

If the above conditions have not been satisfied or waived (as the case may be) on or before 12:00 noon on 31 January 2020, or such later date as the Vendor and the Purchaser may agree in writing, the Sale and Purchase Agreement shall cease and determine, and thereafter none of the parties to the Sale and Purchase Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place on or before the tenth (10th) Business Day after the fulfillment (or waiver) of all the conditions precedent of the Sale and Purchase Agreement, or such other date as the Vendor and the Purchaser may agree.

Upon Completion, the Purchaser will be interested in the entire equity interest in Ziegler. As such, Ziegler will become a wholly-owned subsidiary of the Company and the financial information of the Ziegler Group will be consolidated into the consolidated financial statements of the Group.

INFORMATION ON THE ZIEGLER GROUP

Ziegler is a company incorporated in Germany with limited liability and the holding company of a number of operating subsidiaries incorporated in Germany, Netherlands, Italy, Czech Republic, the PRC, Indonesia and Croatia. As at the date of this announcement, Ziegler is owned as to 60% by the Vendor and 40% by the Purchaser.

The Ziegler Group is principally engaged in the production and sale of firefighting and rescue vehicles and other firefighting components as well as the provision of relevant after sales services.

Financial information of the Ziegler Group

Set out below is the financial information of the Ziegler Group based on the audited consolidated financial statements of Ziegler for the year ended 31 December 2017 and the unaudited consolidated financial statements of Ziegler for the year ended 31 December 2018:

	For the year ended 31 December 2018	For the year ended 31 December 2017
	<i>EUR'000</i>	<i>EUR'000</i>
	(unaudited)	(audited)
	Approx.	Approx.
Revenue	202,757	232,883
Profit before taxation	3,311	7,899
Profit after taxation	2,160	6,055

The total assets, total liabilities and net assets of the Ziegler Group as at 31 December 2018 according to its unaudited consolidated financial statements were approximately EUR211,008,000 (equivalent to approximately RMB1,645,061,000), EUR139,965,000 (equivalent to approximately RMB1,091,195,000) and EUR71,043,000 (equivalent to approximately RMB553,866,000) respectively.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Purchaser, an indirect wholly-owned subsidiary of the Company, is principally engaged in investment holding. The Group is principally engaged in production and sale of fire engines, the production and sale of fire prevention and fighting equipment, the design and sale of mobile fire stations and emergency rescue stations, the design and manufacturing of passengers boarding bridges and auto stereoscopic parking systems, and the provision of integrated solutions of airport facility equipment, including airport logistic systems (baggage handling and material handling) and ground support equipment.

As disclosed in the annual report of the Company for the year ended 31 December 2018, in order to speed up the development of the fire engines and fire equipment business and to better serve the customers, the Group has been powering up its products and service development capability, enriching its product portfolio and extending its geographical range partially through acquisitions.

The Ziegler Group is a globally renowned fire engines manufacturer known for its high-quality craftsmanship as well as its technological leadership in customised fire trucks and firefighting equipment. It also has a significant market share in the European market. The Directors consider that the Acquisition represented an opportunity to consolidate the equity interest in the Ziegler Group as well as its revenue and profit contributions, and to streamline the development strategies of the Group's fire safety business in the global market.

Based on the above factors, the Directors (excluding the independent non-executive Directors whose view will be expressed after considering the advice of the Independent Financial Adviser) believe that the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Vendor is an indirect wholly-owned subsidiary of CIMC, which is the controlling shareholder of the Company, and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction on the part of the Company.

As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules, and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Save for Dr. Li Yin Hui, Mr. Zheng Zu Hua, Mr. Luan You Jun and Mr. Yu Yu Qun, who are the Directors nominated by CIMC and have therefore abstained from voting on the relevant resolution(s) of the Board approving the Acquisition, none of the other Directors has material interest in the Acquisition and is required to abstain from voting on the relevant resolution(s).

GENERAL

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

The Independent Board Committee comprising Dr. Loke Yu, Mr. Heng Ja Wei and Mr. Ho Man, being all the independent non-executive Directors, has been established to give a recommendation to the Independent Shareholders in respect of the Acquisition. The Independent Financial Adviser has also been appointed with approval of the Independent Board Committee to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard.

The voting in respect of the Acquisition at the EGM will be conducted by way of poll. The Vendor, CIMC and their respective associates and those who are involved in or interested in the Acquisition shall abstain from voting on the resolutions approving the Acquisition at the EGM.

A circular containing, among other things, (i) further information on the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in the same regard; and (iv) the notice of the EGM, is expected to be despatched to the Shareholders on or before 30 November 2019 as additional time is required for the preparation of the relevant information to be included in the circular.

Completion is subject to the fulfillment of the conditions precedent set out in the Sale and Purchase Agreement and therefore the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Acquisition”	the proposed acquisition of the Sale Shares by the Purchaser from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“BVI”	the British Virgin Islands
“CIMC”	China International Marine Containers (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2039)
“CIMC Group”	CIMC and its subsidiaries
“Company”	CIMC-TianDa Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 445)
“Completion”	completion of the Acquisition
“Completion Date”	on or before the tenth (10th) Business Day after the date of fulfillment (or waiver) of the conditions precedent under the Sale and Purchase Agreement or such other date as the parties shall agree in writing
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Consideration”	a sum of EUR31,470,000, being the purchase price for the Sale Shares

“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Dr. Loke Yu, Mr. Heng Ja Wei and Mr. Ho Man, established to give a recommendation to the Independent Shareholders in respect of the Acquisition
“Independent Financial Adviser”	Hologram Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the Acquisition
“Independent Shareholders”	Shareholders other than the Vendor, CIMC and their respective associates who are required to abstain from voting on the resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder
“Independent Third Party”	any persons or company(ies) and their respective ultimate beneficial owners, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchaser”	China Fire Safety Enterprise Group Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 26 September 2019 entered into among the Purchaser and the Vendor in respect of the Acquisition
“Sale Shares”	such number of issued shares in Ziegler, representing 60% equity interest in Ziegler, which is beneficially owned by the Vendor as at the date of this announcement
“Share(s)”	share(s) of the Company of HK\$0.01 each
“Shareholder(s)”	holder(s) of issued Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	CIMC Top Gear B.V., a company incorporated in the Netherlands with limited liability and an indirect wholly-owned subsidiary of CIMC
“Ziegler”	Albert Ziegler GmbH, a company incorporated in Germany with limited liability and is owned as to 60% by the Vendor and 40% by the Purchaser as at the date of this announcement
“Ziegler Group”	Ziegler and its subsidiaries
“EUR”	Euro, the lawful currency of the Europe
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

In this announcement, amounts in EUR are translated into RMB on the basis of EUR1 = RMB7.7962. The conversion rates are for illustration purpose only and should not be taken as a representation that EUR could actually be converted into RMB at the respective rates or at all.

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

Hong Kong, 26 September 2019

As at the date of this announcement, the Directors are as follows:

<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>