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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)

ANNOUNCEMENT

MAJOR AND CONNECTED TRANSACTIONS

IN RELATION TO

(1) CAPITAL INCREASE OF CIMC FINANCE COMPANY LTD; AND

(2) ACQUISITION OF 10% EQUITY INTEREST IN

SHENZHEN CIMC HUIJIE SUPPLY CHAIN CO., LTD

THE TRANSACTIONS

The Board is pleased to announce that on 20 July 2018 (after trading hours), CIMC-Tianda Airport Support, an indirect non-wholly owned subsidiary of the Company, entered into the CIMC Finance Capital Increase Agreement with CIMC, Southern CIMC Container, Enric Jingmen and CIMC Modern Logistics, pursuant to which CIMC-Tianda Airport Support agreed to subscribe for registered capital of RMB97,000,000 of CIMC Finance for a consideration of RMB149,995,328.18.

Upon completion of the CIMC Finance Capital Increase, the registered capital of CIMC Finance will be increased from RMB500,000,000 to RMB920,000,000 and CIMC-Tianda Airport Support shall hold 10.54% equity interest in CIMC Finance.

In addition, on 20 July 2018 (after trading hours), Allied Best (China), an indirect wholly owned subsidiary of the Company, entered into the Huijie Equity Transfer Agreement with CIMC Tianda (Shenzhen), an indirect wholly owned subsidiary of CIMC, pursuant to which Allied Best (China) agreed to acquire the Huijie Sale Shares at nil consideration. As CIMC Tianda (Shenzhen) has not made its capital contribution of RMB10,000,000 to the registered share capital of RMB100,000,000 of Huijie as at the date of the Huijie Equity Transfer Agreement, Allied Best (China) shall instead assume the obligation of CIMC Tianda (Shenzhen) to contribute RMB10,000,000 to the registered capital of Huijie upon completion of the Huijie Equity Transfer.

Upon completion of the Huijie Equity Transfer, Allied Best (China) shall hold 10% equity interest in Huijie.

LISTING RULES IMPLICATIONS

The CIMC Finance Capital Increase Agreement

The CIMC Finance is directly wholly owned by CIMC, which is the controlling shareholder of the Company. As such, CIMC and CIMC Finance are connected persons of the Company and the contribution by CIMC-Tianda Airport Support to the CIMC Finance Capital Increase therefore constitutes a connected transaction for the Company for the purpose of Chapter 14A of the Listing Rules.

The Huijie Equity Transfer Agreement

CIMC Tianda (Shenzhen) is an indirect wholly owned subsidiary of CIMC which is the controlling shareholder of the Company. As such, CIMC and CIMC Tianda (Shenzhen) are connected persons of the Company and the Huijie Equity Transfer therefore constitutes a connected transaction for the Company for the purpose of Chapter 14A of the Listing Rules.

As CIMC Finance, CIMC Tianda (Shenzhen) and the other relevant parties to the CIMC Finance Capital Increase Agreement and the Huijie Equity Transfer Agreement are ultimately controlled by CIMC, according to Rule 14.22 of the Listing Rules, the consideration for each of the Transactions shall be aggregated for the purpose of calculating the applicable percentage ratios.

As one of the applicable percentage ratios in relation to the Transactions is more than 25% but less than 100%, the Transactions constitute major transactions of the Company under Chapter 14 of the Listing Rules, and are therefore subject to the reporting, announcement and Independent Shareholders' approval requirements.

As the applicable percentage ratios in respect of the Transactions are more than 5%, the Transactions are also subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The Company will convene the EGM to seek, among other things, the approval of the Independent Shareholders for the Transactions.

In view of CIMC's material interest in the Transactions, CIMC and its respective associate(s) will abstain from voting on the relevant resolutions at the EGM.

An independent board committee comprising all the independent non-executive Directors has been established by the Company to advise the Independent Shareholders as to whether the terms of the Transactions are fair and reasonable and as to voting in respect thereof at the EGM. An independent financial adviser will be appointed to advise the independent board committee of the Company and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details about the Transactions; (ii) a letter of recommendation from the independent board committee of the Company to the Independent Shareholders in respect of the Transactions; (iii) a letter of advice from the independent financial adviser to the independent board committee of the Company and the Independent Shareholders in respect of the Transactions; and (iv) the notice convening the EGM, will be despatched to the Shareholders on or before 30 September 2018 to allow sufficient time for the preparation of the relevant information (including but not limited to the accountants' report and pro forma financial information in relation to the Transactions) for inclusion in the circular.

WARNING

As completion of the Transactions may or may not materialise, the Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

1. THE TRANSACTIONS

(1) The CIMC Finance Capital Increase Agreement

Date

20 July 2018 (after trading hours)

Parties

- (a) CIMC
- (b) Southern CIMC Container
- (c) CIMC-Tianda Airport Support
- (d) Enric Jingmen
- (e) CIMC Modern Logistics

CIMC, Southern CIMC Container, Enric Jingmen and CIMC Modern Logistics are connected persons of the Company. Further information about these parties is set out in the section headed "Information Relating to the Parties to the CIMC Finance Capital Increase Agreement" below.

Capital Contribution and Consideration

Pursuant to the CIMC Finance Capital Increase Agreement, Southern CIMC Container, CIMC-Tianda Airport Support, Enric Jingmen and CIMC Modern Logistics will make cash contributions to the increase in the registered capital of CIMC Finance by RMB420,000,000, of which:

- (a) Southern CIMC Container agreed to subscribe for registered capital of RMB194,000,000 for a consideration of RMB299,990,656.36;
- (b) CIMC-Tianda Airport Support agreed to subscribe for registered capital of RMB97,000,000 for a consideration of RMB149,995,328.18;
- (c) Enric Jingmen agreed to subscribe for registered capital of RMB64,500,000 for a consideration of RMB99,739,161.52; and
- (d) CIMC Modern Logistics agreed to subscribe for registered capital of RMB64,500,000 for a consideration of RMB99,739,161.52.

Shareholding Structure of CIMC Finance

The following table shows the registered capital and shareholding structure of CIMC Finance before and after the CIMC Finance Capital Increase:

Shareholders	Before the CIMC Finance Capital Increase		After the CIMC Finance Capital Increase	
	Registered capital of CIMC Finance (RMB)	Percentage of shareholding in CIMC Finance (%)	Registered capital of CIMC Finance (RMB)	Percentage of shareholding in CIMC Finance (%)
CIMC	500,000,000	100.00	500,000,000	54.35
Southern CIMC Container	–	–	194,000,000	21.09
CIMC-Tianda Airport Support	–	–	97,000,000	10.54
Enric Jingmen	–	–	64,500,000	7.01
CIMC Modern Logistics	–	–	64,500,000	7.01
Total	500,000,000	100.00	920,000,000	100.00

Regulatory and Shareholders' Approvals

The capital contributions by Southern CIMC Container, Enric Jingmen and CIMC Modern Logistics shall be injected to the designated account of CIMC Finance within 90 working days after the approval of the CIMC Finance Capital Increase by the Shenzhen Office of the China Banking Regulatory Committee.

The contribution by CIMC-Tianda Airport Support to the CIMC Finance Capital Increase shall only become effective after the approval of the Independent Shareholders on the CIMC Finance Capital Increase Agreement and the transactions contemplated thereunder at the EGM in accordance with the Listing Rules. CIMC-Tianda Airport Support shall inject its contribution to the designated account of CIMC Finance (i) within 10 working days after the CIMC Finance Capital Increase Agreement and the transactions contemplated thereunder are approved by the Independent Shareholders or (ii) within 90 working days after the approval of the CIMC Finance Capital Increase by the Shenzhen Office of the China Banking Regulatory Committee, whichever is the later.

Pre-emptive Rights

For the purpose of the CIMC Finance Capital Increase, CIMC has agreed not to exercise its pre-emptive rights and consented to the contributions to be made by the other parties to the CIMC Finance Capital Increase Agreement.

Information Relating to the Parties to the CIMC Finance Capital Increase Agreement

Information on CIMC

CIMC is a joint stock company established in the PRC with limited liability, the A shares of which are listed on the Shenzhen Stock Exchange and the H shares of which are listed on the Main Board of the Hong Kong Stock Exchange. CIMC is principally engaged in the container manufacturing and service business, road transportation vehicle business, energy, chemical and food equipment business, offshore engineering business, airport facilities equipment business and fire safety business.

Information on Southern CIMC Container

Southern CIMC Container is a company established in the PRC with limited liability and a direct wholly owned subsidiary of CIMC. It is principally engaged in the manufacturing and repairing of containers, production of related mechanical parts and components and equipment.

Information on CIMC-Tianda Airport Support

CIMC-Tianda Airport Support is a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company. It is principally engaged in the manufacturing and sale of electro-mechanical equipment for airports.

Information on Enric Jingmen

Enric Jingmen is a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of CIMC. It is principally engaged in investment holding.

Information on CIMC Modern Logistics

CIMC Modern Logistics is a company established in the PRC with limited liability and a direct wholly owned subsidiary of CIMC. It is principally engaged in the provision of international and domestic freight transportation agency services.

Information on the Group

The Company is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the production and sale of fire engines, the production and sale of fire prevention and fighting equipment, 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.

Information on CIMC Finance

CIMC Finance is a company established in the PRC with limited liability. It is a banking financial institution that, amongst others, provides financial services to CIMC and its subsidiaries. CIMC Finance is currently a direct wholly owned subsidiary of CIMC. Upon completion of the CIMC Finance Capital Increase, CIMC Finance will be held as to 10.54% by CIMC-Tianda Airport Support and as to 54.35%, 21.09%, 7.01% and 7.01% by CIMC, Southern CIMC Container, Enric Jingmen and CIMC Modern Logistics respectively.

The audited financial information of CIMC Finance for the two years ended 31 December 2016 and 2017 prepared in accordance with the generally accepted accounting standards in the PRC is set out below:

	For the year ended 31 December	
	2016	2017
	<i>(audited)</i>	<i>(audited)</i>
	<i>RMB'000</i>	<i>RMB'000</i>
Profit before taxation	75,128	110,834
Profit after taxation	56,162	82,939

As at 31 December 2017, the net asset value of CIMC Finance was RMB807,519,717.53.

(2) The Huijie Equity Transfer Agreement

Date

20 July 2018 (after trading hours)

Parties

- (a) CIMC Tianda (Shenzhen)
- (b) Allied Best (China)

CIMC Tianda (Shenzhen) is a connected person of the Company. Further information about CIMC (Tianda Shenzhen) and Allied Best (China) is set out in the section headed “Information Relating to the Parties to the Huijie Equity Transfer Agreement” below.

Consideration

CIMC Tianda (Shenzhen) was one of the original shareholders at the time of the establishment of Huijie and has not made its capital contribution of RMB10,000,000 to the registered capital of Huijie as at the date of the Huijie Equity Transfer Agreement. Accordingly, the consideration for the Huijie Equity Transfer is nil and Allied Best (China) shall instead assume the obligation of CIMC Tianda (Shenzhen) to contribute RMB10,000,000 to the registered capital of Huijie upon completion of the Huijie Equity Transfer. The Huijie Sale Shares represent 10% equity interest in Huijie.

The following table shows the registered capital and shareholding structure of Huijie before and after the Huijie Equity Transfer:

Shareholders	Before the Huijie Equity Transfer		After the Huijie Equity Transfer	
	Registered capital of Huijie (RMB)	Percentage of shareholding in Huijie (%)	Registered capital of Huijie (RMB)	Percentage of shareholding in Huijie (%)
CIMC Investment	40,000,000	40	40,000,000	40
CIMC Technology	25,000,000	25	25,000,000	25
Enric Shenzhen	10,000,000	10	10,000,000	10
CIMC Tianda (Shenzhen)	10,000,000	10	–	–
Shenzhen Shangyi	15,000,000	15	15,000,000	15
Allied Best (China)	–	–	10,000,000	10
Total	100,000,000	100	100,000,000	100

Conditions Precedent

Completion of the Huijie Equity Transfer is conditional upon the following conditions:

- (a) Huijie completes the relevant registration procedures for the change of shareholders relating to the Huijie Sale Shares with the relevant business registration authority;
- (b) the board of directors and the shareholders of CIMC Tianda (Shenzhen) have passed a resolution approving the Huijie Equity Transfer;
- (c) the board of directors and the shareholders of Huijie have passed a resolution approving the Huijie Equity Transfer; and
- (d) the Independent Shareholders have approved the Huijie Equity Transfer Agreement and the transactions contemplated thereunder at the EGM in accordance with the Listing Rules.

Pre-emptive Rights

For the purpose of the Huijie Equity Transfer, the other existing shareholders of Huijie, namely CIMC Investment, CIMC Technology, Enric Shenzhen and Shenzhen Shangyi, have agreed not to exercise their pre-emptive rights to purchase the Huijie Sale Shares.

Completion

Completion will take place on the date of the completion of the relevant registration for the change of shareholder of Huijie from CIMC Tianda (Shenzhen) to Allied Best (China) in respect of the Huijie Equity Transfer with the relevant business registration authority and after the above conditions precedent are satisfied. The completion of the Huijie Equity Transfer shall be no later than 31 December 2018 or any other date as agreed between CIMC Tianda (Shenzhen) and Allied Best (China).

Information Relating to the Parties to the Huijie Equity Transfer Agreement

Information on CIMC Tianda (Shenzhen)

CIMC Tianda (Shenzhen) is a company established in the PRC with limited liability and an indirect wholly owned subsidiary of CIMC. It is principally engaged in the provision of consultancy services for corporate management and the development of airport equipment.

Information on Allied Best (China)

Allied Best (China) is a company established in the PRC with limited liability and an indirect wholly owned subsidiary of the Company. It is principally engaged in the design and manufacturing of fire equipment.

Information on Huijie

Huijie is a limited liability company established in the PRC on 13 July 2018. It is a procurement company and principally engaged in providing procurement services. Its target customers are CIMC and its subsidiaries and business enterprises outside the CIMC Group. Huijie is mainly focused on ancillary materials for production such as chemical materials, paint, engine oil etc., hazardous waste treatment, and machinery repairing and maintenance services.

As Huijie is a newly established company, the registered capital of Huijie has not been fully paid up and its financial statements are not yet available as of the date of this announcement.

2. REASONS FOR AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

The CIMC Finance Capital Increase

Due to the limitation of the capital base of CIMC Finance, the scale of asset placement by CIMC Finance to support its customers has reached the regulatory limits, which has restrained the financial service capabilities and the business expansion of CIMC Finance. With the CIMC Finance Capital Increase, additional capital will be provided to CIMC Finance to further its business development plans.

Upon completion of the CIMC Finance Capital Increase, the profit to be generated from the financial services by CIMC Finance will provide an additional income stream to the Group through its investment in CIMC Finance.

The Board considers that CIMC Finance has a sound financial performance since its establishment and the contribution by CIMC-Tianda Airport Support to the CIMC Finance Capital Increase can enhance the profitability of the Group through the investment in CIMC Finance and strengthen the relationship with CIMC Finance Capital which is expected to provide better financial support to the Group. With the continued business development and the expansion of the operation of CIMC Finance, the Board considers the contribution by CIMC-Tianda Airport Support to the CIMC Finance Capital Increase is beneficial and conducive to business growth of the Group.

The capital contribution of CIMC-Tianda Airport Support will be financed by the internal resources of the Group.

The amount of contribution by each relevant party to the CIMC Finance Capital Increase Agreement was determined based on arm's length negotiations between the parties with reference to (1) the adjusted audited shareholders' equity of CIMC Finance of RMB773,171,794.73 as at 31 December 2017 after deducting profit distributable to the shareholders of CIMC Finance of RMB34,347,922.80 for the year ended 31 December 2017; (2) the existing registered capital of RMB500,000,000; and (3) the amount of increased registered capital in CIMC Finance to be subscribed by each party.

The proceeds from the CIMC Finance Capital Increase will be used by CIMC Finance to (i) ensure sufficiency of the capital and enhance the capital adequacy ratio of CIMC Finance; (ii) expand CIMC Finance's asset management scale and service capabilities, including expanding the size of loans provided to CIMC and its subsidiaries, and improving other financial services such as bill acceptance, agency business (guarantee letters, banknotes, letters of credit) and external guarantees; and (iii) increase the variety of financial services to be provided, including the issue of financial bonds, equity investment in financial institutions, etc.

The Huijie Equity Transfer

Huijie is a newly established company which is principally engaged in the trading of ancillary materials for production such as chemical materials, paint, engine oil etc., provision of hazardous waste treatment services, and machinery repairing and maintenance services.

The Board believes that by injecting capital to Huijie, the Group can foster a closer relationship with Huijie and secure a consistent and reliable supply of ancillary materials and products and services from Huijie for the Group's production activities. The Board believes that this strategic relationship is beneficial to the business development of the Group and Huijie by allowing them to focus and leverage on their respective strengths in the industry and benefit from economies of scale.

The contribution of RMB10,000,000 by Allied Best (China) to the registered capital of Huijie, which was determined between CIMC Tianda (Shenzhen) and Allied Best (China) on arm's length negotiations, will be financed by the internal resources of the Group.

The Board believes that Huijie Equity Transfer will enable the Group to enjoy more favourable prices on procurement and gains from its investment in Huijie.

Accordingly, the Directors (excluding (1) the independent non-executive Directors whose opinions will be rendered after having obtained the advice from the independent financial adviser; and (2) each of Mr. Li Yin Hui, Mr. Zheng Zu Hua, Mr. Luan You Jun and Mr. Yu Yu Qun, who are connected Directors of CIMC and have abstained from voting) are of the view that the terms of each of the CIMC Finance Capital Increase Agreement and the Huijie Equity Transfer Agreement are fair and reasonable and the entering into of the Transactions is in the interests of the Company and the Shareholders as a whole.

3. IMPLICATIONS UNDER THE LISTING RULES

The CIMC Finance Capital Increase Agreement

The CIMC Finance is directly wholly owned by CIMC, which is the controlling shareholder of the Company. As such, CIMC and CIMC Finance are connected persons of the Company and the contribution by CIMC-Tianda Airport Support to the CIMC Finance Capital Increase therefore constitutes a connected transaction for the Company for the purpose of Chapter 14A of the Listing Rules.

The Huijie Equity Transfer

CIMC Tianda (Shenzhen) is an indirect wholly owned subsidiary of CIMC which is the controlling shareholder of the Company. As such, CIMC and CIMC Tianda (Shenzhen) are connected persons of the Company and the Huijie Equity Transfer therefore constitutes a connected transaction for the Company for the purpose of Chapter 14A of the Listing Rules.

As CIMC Finance, CIMC Tianda (Shenzhen) and the other relevant parties to the CIMC Finance Capital Increase Agreement and the Huijie Equity Transfer Agreement are ultimately controlled by CIMC, according to Rule 14.22 of the Listing Rules, the consideration for each of the Transactions shall be aggregated for the purpose of calculating the applicable percentage ratios.

As one of the applicable percentage ratios in relation to the Transactions is more than 25% but less than 100%, the Transactions constitute major transactions of Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting, announcement and Independent Shareholders' approval requirements.

As the applicable percentage ratios in respect of the Transactions are more than 5%, the Transactions are also subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The Company will convene the EGM to seek, among other things, the approval of the Independent Shareholders for the Transactions.

In view of CIMC's material interest in the Transactions, CIMC and its respective associate(s) will abstain from voting on the relevant resolutions at the EGM.

An independent board committee comprising all the independent non-executive Directors has been established by the Company to advise the Independent Shareholders as to whether the terms of the Transactions are fair and reasonable and as to voting in respect thereof at the EGM. An independent financial adviser will be appointed to advise the independent board committee of the Company and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details about the Transactions; (ii) a letter of recommendation from the independent board committee of the Company to the Independent Shareholders in respect of the Transactions; (iii) a letter of advice from the independent financial adviser to the independent board committee of the Company and the Independent Shareholders in respect of the Transactions; and (iv) the notice convening the EGM, will be despatched to the Shareholders on or before 30 September 2018 to allow sufficient time for the preparation of the relevant information (including but not limited to the accountants' report and pro forma financial information in relation to the Transactions) for inclusion in the circular.

As the completion of the Transactions may or may not materialise, the Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Allied Best (China)”	Allied Best (China) Fire Safety Appliances Manufacturing Co., Ltd (萃聯(中國)消防設備製造有限公司), a company established in the PRC with limited liability and an indirect wholly owned subsidiary of the Company;
“Board”	the board of Directors;
“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 Stock Exchange (Stock code: 2039);
“CIMC Finance”	CIMC Finance Co., Ltd., a company established in the PRC with limited liability and a direct wholly owned subsidiary of CIMC as at the date of this announcement;

“CIMC Finance Capital Increase”	the capital contributions by Southern CIMC Container, CIMC-Tianda Airport Support, Enric Jingmen and CIMC Modern Logistics to the increase in the registered capital of CIMC Finance pursuant to the CIMC Finance Capital Increase Agreement;
“CIMC Finance Capital Increase Agreement”	the agreement dated 20 July 2018 between CIMC, Southern CIMC container, CIMC-Tianda Airport Support, Enric Jingmen and CIMC Modern Logistics in relation to the CIMC Finance Capital Increase;
“CIMC Investment”	Shenzhen CIMC Investment Co., Ltd* (深圳市中集投資有限公司), a company established in the PRC with limited liability and a direct wholly owned subsidiary of CIMC;
“CIMC Modern Logistics”	CIMC Modern Logistics Development Co., Ltd.* (中集現代物流發展有限公司), a company established in the PRC with limited liability and a direct wholly owned subsidiary of CIMC;
“CIMC Technology”	CIMC Technology Co., Ltd* (中集技術有限公司), a company established in the PRC with limited liability and an indirect wholly owned subsidiary of CIMC;
“CIMC-Tianda Airport Support”	Shenzhen CIMC-Tianda Airport Support Co., Ltd.* (深圳中集天達空港設備有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company;
“CIMC Tianda (Shenzhen)”	CIMC Tianda Holdings (Shenzhen) Co., Ltd.* (中集天達控股(深圳)有限公司), a limited liability company established in the PRC and an indirect wholly owned subsidiary of CIMC;
“Company”	CIMC-TianDa Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock code: 445)

“connected person”	has the meaning as ascribed thereto under the Listing Rules;
“controlling shareholder”	has the meaning as ascribed thereto under the Listing Rules;
“Directors”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Transactions;
“Enric Jingmen”	CIMC Enric (Jingmen) Energy Equipment Company Limited* (中集安瑞科(荊門)能源裝備有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of CIMC;
“Enric Shenzhen”	CIMC Enric Investment Holdings (Shenzhen) Ltd.* (中集安瑞科投資控股(深圳)有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of CIMC;
“Group”	the Company and its subsidiaries;
“Huijie”	Shenzhen CIMC Huijie Supply Chain Co., Ltd.* (深圳中集匯杰供應鏈有限公司), a limited liability company established in the PRC and an indirect non-wholly owned subsidiary of CIMC;
“Huijie Equity Transfer”	the acquisition of the Huijie Sale Shares by Allied Best (China) from CIMC Tianda (Shenzhen);
“Huijie Equity Transfer Agreement”	the agreement dated 20 July 2018 between CIMC Tianda (Shenzhen) and Allied Best (China) in respect of the Huijie Equity Transfer;
“Huijie Sale Shares”	10% of the equity interest in Huijie;
“Independent Shareholders”	shareholders of the Company other than CIMC and its associates
“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, will exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the holder(s) of shares of the Company;
“Shenzhen Shangyi”	Shenzhen Shangyi Corporate Management Partnership (Limited Partnership)* (深圳市上壹企業管理合夥企業(有限合夥)), a limited partnership established in the PRC;
“Southern CIMC Container”	Shenzhen Southern CIMC Containers Manufacture Co., Ltd.* (深圳南方中集集裝箱製造有限公司), a company established in the PRC with limited liability and a direct wholly owned subsidiary of CIMC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transactions”	the contribution by CIMC-Tianda Airport Support to the CIMC Finance Capital Increase and the Huijie Equity Transfer; and
“%”	per cent.

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

Hong Kong, 20 July 2018

As at the date of this announcement, the Company’s 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>

* For identification purpose only