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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)**

**Expedition Holding Corporation Limited**

*(Incorporated in Cayman Islands with limited liability)*

**Sharp Vision Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

### **JOINT ANNOUNCEMENT**

**(1) PROPOSAL FOR THE PRIVATISATION OF CIMC-TIANDA  
HOLDINGS COMPANY LIMITED BY THE JOINT OFFERORS  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)**

**(2) PROPOSED WITHDRAWAL OF LISTING OF  
CIMC-TIANDA HOLDINGS COMPANY LIMITED**

**AND**

**(3) SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT**

**EFFECTIVE DATE OF THE SCHEME**

**RESULTS OF THE OPTION OFFER**

**AND**

**WITHDRAWAL OF LISTING OF THE SHARES ON THE STOCK EXCHANGE**

**Joint Financial Advisers to the Joint Offerors**



**農銀國際**  
ABC INTERNATIONAL



**中泰國際**  
ZHONGTAI INTERNATIONAL  
Zhongtai International Capital Limited



**Donvex**  
**富域資本**  
Donvex Capital Limited  
富域資本有限公司

References are made to (i) the joint announcement issued by Expedition Holding Corporation Limited and Sharp Vision Holdings Limited (the “**Joint Offerors**”) and CIMC-TianDa Holdings Company Limited (the “**Company**”) dated 4 October 2020 in relation to, among other things, the proposed privatisation of the Company by the Joint Offerors by way of a scheme of arrangement under Section 86 of the Companies Law (the “**Rule 3.5 Announcement**”); (ii) the joint announcement dated 18 November 2020 issued by the Company and the Joint Offerors in relation to the clarification of the Rule 3.5 Announcement; (iii) the joint announcement issued by the Joint Offerors and the Company dated 23 October 2020 in relation to the extension of time for despatch of the Scheme Document (as defined below); (iv) the monthly update announcement issued by the Company and the Joint Offerors dated 23 November 2020; (v) the scheme document jointly issued by the Joint Offerors and the Company on 30 November 2020 in relation to the Proposal, the Scheme, the Option Offer and the Rollover Arrangement (the “**Scheme Document**”); (vi) the joint announcement issued by the Joint Offerors and the Company dated 24 December 2020 in relation to the results of the Court Meeting and the EGM; and (vii) the joint announcement issued by the Joint Offerors and the Company dated 7 January 2021 in relation, among others, the sanction of the Scheme by the Grand Court.

Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document.

Unless otherwise expressly stated, all references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

## **EFFECTIVE DATE OF THE SCHEME**

The Scheme was sanctioned without modification by the Grand Court on Wednesday, 6 January 2021 (Cayman Islands time), and a copy of the order of the Grand Court sanctioning the Scheme and confirming the reduction of the issued share capital of the Company was delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 21 January 2021 (Cayman Islands time) and was registered by the Registrar of Companies in the Cayman Islands on the same date.

All the Conditions of the Scheme as set out in the Scheme Document were fulfilled and the Scheme became effective on Thursday, 21 January 2021 (Cayman Islands time).

## **RESULTS OF THE OPTION OFFER**

The Option Offer closed at 4:00 p.m. on Thursday, 21 January 2021.

As at 4:00 p.m. on Thursday, 21 January 2021, being the latest time and date for lodging the Form of Option Offer Acceptance in relation to the Option Offer, Sharp Vision has received valid acceptances of the Option Offer in respect of 54,625,000 Share Options granted under the 2009 Share Option Scheme (representing approximately 47.24% of the total number of outstanding Share Options granted under the 2009 Share Option Scheme as at the Share Option Record Date).

The Option Offer has not been revised or extended.

Any Share Options granted under the Share Option Scheme that are not exercised on or prior to 4:30 p.m., 4 January 2021 (being the latest time for the Optionholders to exercise their Share Options to qualify for entitlements under the Scheme) or cancelled pursuant to the acceptance of the Option Offer will automatically lapse upon the Scheme becoming effective. The Optionholders of such Share Options who have not accepted the Option Offer by 4:00 p.m., 21 January 2021 will not receive the Option Offer Price or the Cancellation Price from the Offeror.

### **OPTION OFFER BECOMES UNCONDITIONAL**

The Option Offer is conditional upon the Scheme becoming effective. Accordingly, the Option Offer became unconditional on Thursday, 21 January 2021 (Cayman Islands time).

### **PAYMENT OF THE CANCELLATION PRICE UNDER THE SCHEME AND THE OPTION OFFER PRICE UNDER THE OPTION OFFER**

Cheques for payment of the Cancellation Price under the Scheme will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the register of members of the Company at the Scheme Record Date on or before Monday, 1 February 2021.

Cheques for payment of the Option Offer Price under the Option Offer will be despatched by ordinary post at the risk of the recipients to the Optionholders at their respective last known addresses as notified by the Optionholders to the Company on or before Monday, 1 February 2021.

### **WITHDRAWAL OF THE LISTING OF THE SHARES**

The listing of the Shares on the Stock Exchange is expected to be withdrawn at 4:00 p.m. on Monday, 25 January 2021.

### **GENERAL**

Immediately before 4 October 2020 (the commencement date of the Offer Period) and as of the date of this joint announcement, the Joint Offerors and the Joint Offeror Concert Parties were interested in 12,574,352,413 Shares (representing approximately 75.58% of the issued share capital of the Company as at the date of this joint announcement) (among which the Rollover Shareholders, in aggregate, held 4,587,911,141 Shares (representing approximately 27.58% of the total issued share capital of the Company as at the date of this joint announcement)).

Save for the above, neither the Joint Offerors and the Joint Offeror Concert Parties (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; or (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period up to and including the date of this joint announcement. Neither the Joint Offerors nor the Joint Offeror Concert Parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to and including the date of this joint announcement.

By Order of the board of  
directors of  
**Expedition Holding Corporation Limited**  
**Zeng Wei**  
*Director*

By Order of the board of  
directors of  
**Sharp Vision Holdings Limited**  
**Yu Yuqun**  
*Director*

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

Hong Kong, 21 January 2021

*As of the date of this joint announcement, the directors of Expedition Holding are Mr. Han Yong and Mr. Zeng Wei.*

*As of the date of this joint announcement, the directors of Macao QiXin (the general partner of Macao QiXin One Belt One Road Investment Fund L.P., which is in turn the indirect holding company of Expedition Holding) are Dr. Ai Linzhi, Mr. Pan Genping, Mr. Yu Hailin and Mr. Wang Shugui.*

*The directors of Expedition Holding and Macao QiXin jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to Sharp Vision and the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors or the directors of Sharp Vision) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As of the date of this joint announcement, the directors of Sharp Vision are Mr. Jin Jianlong, Mr. Wang Yu and Mr. Yu Yuqun.*

*As of the date of this joint announcement, the board of directors of CIMC (being the indirect holding company of Sharp Vision) comprises Mr. Mai Boliang (chairman) as an executive director; Mr. Hu Xianfu (vice-chairman), Mr. Liu Chong (vice-chairman), Mr. Deng Weidong and Mr. Ming Dong as non-executive directors; Mr. Gao Xiang as an executive director; and Mr. He Jiale, Mr. Pan Zhengqi and Ms. Lui Fung Mei Yee, Mabel as independent non-executive directors.*

*The directors of Sharp Vision and directors of CIMC jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to Expedition Holding and the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors or the directors of Expedition Holding) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As of the date of this joint announcement, the Board comprises Mr. Jiang Xiong and Mr. Zheng Zu Hua as executive Directors; Dr. Li Yin Hui, Mr. Tao Kuan and Mr. Zeng Han as non-executive Directors; and Dr. Loke Yu, Mr. Heng Ja Wei and Mr. Ho Man as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Joint Offerors and the Joint Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of each of Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*