

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**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)**

## **CONTINUING CONNECTED TRANSACTIONS**

### **CONTINUING CONNECTED TRANSACTIONS**

References are made to the announcements of the Company dated 20 September 2018 and 19 October 2018 in relation to, among other things, (i) the Master Sourcing Agreement, the Master Transportation Service Agreement, the Master Installation Service Agreement, the CIMC-Tianda Shenzhen Management Service Agreement, the AZ Management Service Agreement and the Master Sale and Purchase Agreement; and (ii) the First Supplemental Master Sale and Purchase Agreement, entered into between the Company and CIMC.

The Board announces that on 15 August 2019 (after trading hours of the Stock Exchange), the Company entered into the following agreements with CIMC:

- (i) the Second Supplemental Master Sale and Purchase Agreement to amend the product range under the Master Sale and Purchase Agreement;
- (ii) the Supplemental Master Installation Service Agreement to amend the scope of services under the Master Installation Service Agreement and to revise the annual caps for the financial years ending 31 December 2019 and 2020;
- (iii) the Supplemental Master Sourcing Agreement to amend the product range under the Master Sourcing Agreement and to revise the annual caps for the financial years ending 31 December 2019 and 2020; and
- (iv) the Master Office Management Service Agreement, pursuant to which the CIMC Group has agreed to provide the Group with administrative and management services for the period commencing from 15 August 2019 to 31 December 2020.

## **LISTING RULES IMPLICATIONS**

CIMC is the controlling shareholder of the Company and is therefore a connected person of the Company. As such, the transactions contemplated under the Second Supplemental Master Sale and Purchase Agreement, the Supplemental Master Installation Service Agreement, the Supplemental Master Sourcing Agreement and the Master Office Management Service Agreement constitute continuing connected transactions on the part of the Company under Chapter 14A of the Listing Rules.

As all the applicable percentage ratios (other than the profits ratio) in respect of the revised annual caps under the Supplemental Master Installation Service Agreement and the Supplemental Master Sourcing Agreement and the annual caps for the Master Transportation Service Agreement and the Master Office Management Service Agreement, when aggregated, are less than 5%, the entering into of the Supplemental Master Installation Service Agreement, the Supplemental Master Sourcing Agreement and the Master Office Management Service Agreement and the transactions contemplated thereunder are subject to reporting, announcement and annual review requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **CONTINUING CONNECTED TRANSACTIONS**

References are made to the announcements of the Company dated 20 September 2018 and 19 October 2018 in relation to, among other things, (i) the Master Sourcing Agreement, the Master Transportation Service Agreement, the Master Installation Service Agreement, the CIMC-Tianda Shenzhen Management Service Agreement, the AZ Management Service Agreement and the Master Sale and Purchase Agreement; and (ii) the First Supplemental Master Sale and Purchase Agreement, entered into between the Company and CIMC.

The Board announces that on 15 August 2019 (after trading hours of the Stock Exchange), the Company entered into the following agreements with CIMC:

- (i) the Second Supplemental Master Sale and Purchase Agreement to amend the product range under the Master Sale and Purchase Agreement;
- (ii) the Supplemental Master Installation Service Agreement to amend the scope of services under the Master Installation Service Agreement and to revise the annual caps for the financial years ending 31 December 2019 and 2020;
- (iii) the Supplemental Master Sourcing Agreement to amend the product range under the Master Sourcing Agreement and to revise the annual caps for the financial years ending 31 December 2019 and 2020; and

- (iv) the Master Office Management Service Agreement, pursuant to which the CIMC Group has agreed to provide the Group with administrative and management services for the period commencing from 15 August 2019 to 31 December 2020.

The principal terms of the 2019 CCT Agreements are set out below:

#### **(I) THE SECOND SUPPLEMENTAL MASTER SALE AND PURCHASE AGREEMENT**

As disclosed in the announcements of the Company dated 20 September 2018 and 19 October 2018, pursuant to the Master Sale and Purchase Agreement (as amended and supplemented by the First Supplemental Master Sale and Purchase Agreement), the Group agreed to sell and the CIMC Group agreed to purchase fire engines, firefighting equipment, baggage, materials and warehouse handling system and equipment, aircraft catering truck and such ancillary parts (collectively, the “**Fire Engines, Logistics, Aircraft Catering Truck and Other Equipment**”) subject to the annual caps of RMB90,000,000, RMB150,000,000 and RMB190,000,000 for the financial year ended 31 December 2018 and the financial years ending 31 December 2019 and 2020 respectively.

On 15 August 2019, the Company (as seller) and CIMC (as purchaser) entered into the Second Supplemental Master Sale and Purchase Agreement, pursuant to which the parties thereto agreed to amend the product range under the Master Sale and Purchase Agreement to include mobile fire stations and relevant parts and equipment, in addition to the Fire Engines, Logistics, Aircraft Catering Truck and Other Equipment.

Save for the amendments contained in the Second Supplemental Master Sale and Purchase Agreement as stated above and such other alterations (if any) as may be necessary to make the Master Sale and Purchase Agreement consistent with the Second Supplemental Master Sale and Purchase Agreement, all other terms and conditions of the Master Sale and Purchase Agreement remain unchanged.

#### **(II) THE SUPPLEMENTAL MASTER INSTALLATION SERVICE AGREEMENT**

As disclosed in the announcement of the Company dated 20 September 2018, pursuant to the Master Installation Service Agreement, CIMC Group agreed to provide the Group with installation service for baggage, materials and warehouse handling systems subject to the annual caps of RMB2,000,000, RMB6,000,000 and RMB12,000,000 for the financial year ended 31 December 2018 and the financial years ending 31 December 2019 and 2020 respectively.

On 15 August 2019, the Company (as service user) and CIMC (as service provider) entered into the Supplemental Master Installation Service Agreement, pursuant to which the parties thereto agreed (i) to amend the scope of services under the Master Installation Service Agreement to include the installation services for the components of passenger boarding bridges, including but not limited to the fixed bridges, fixed ladders and bridge pillars and related maintenance services; and (ii) to revise the annual caps for the financial years ending 31 December 2019 and 2020 as follows:

**Revised annual caps for the Master Installation Service Agreement  
for the financial years ending 31 December**

<b>2019</b>	<b>2020</b>
<i>RMB'000</i>	<i>RMB'000</i>
18,000	33,000

As at the date of this announcement, there was no transaction in respect of the original scope of services under the Master Installation Service Agreement. In arriving at the above revised annual caps for the Master Installation Service Agreement, the Directors have taken into account the following factors, including but not limited to:

- (i) the original annual caps as disclosed in the announcement of the Company dated 20 September 2018;
- (ii) the expected development and business need of the Group, particularly in relation to the installation services for the components of passenger boarding bridges, and the number of relevant existing projects during the term of the Master Installation Service Agreement; and
- (iii) the expected business growth of the Group.

Save for the amendments contained in the Supplemental Master Installation Service Agreement as stated above and such other alterations (if any) as may be necessary to make the Master Installation Service Agreement consistent with the Supplemental Master Installation Service Agreement, all other terms and conditions of the Master Installation Service Agreement remain unchanged.

**(III) THE SUPPLEMENTAL MASTER SOURCING AGREEMENT**

As disclosed in the announcement of the Company dated 20 September 2018, pursuant to the Master Sourcing Agreement, the CIMC Group agreed to sell and the Group agreed to purchase spare parts and/or raw materials generated or distributed by CIMC Group, computer hardware, chassis, fire engines, firefighting equipment and IT software development and consulting services (collectively, the “**Raw Materials and Other Equipment**”) subject to the annual caps of RMB4,000,000, RMB52,000,000 and RMB60,000,000 for the financial year ended 31 December 2018 and the financial years ending 31 December 2019 and 2020 respectively.

On 15 August 2019, the Company (as purchaser) and CIMC (as seller) entered into the Supplemental Master Sourcing Agreement, pursuant to which the parties thereto agree (i) to amend the product/service range under the Master Sourcing Agreement to include mobile fire stations and emergency rescue stations and relevant parts and equipment, truck body plates, equipment and facilities (including cranes, forklifts and welders), ancillary materials for production such as chemical coating (including paint and lubricating oil), labour protection supplies, welding materials (including welding consumables and welding wires) and tools, in addition to the Raw Materials and Other Equipment; and (ii) to revise the annual caps for the financial years ending 31 December 2019 and 2020 as follows:

<b>Revised annual caps for the Master Sourcing Agreement for the financial years ending 31 December</b>	
<b>2019</b>	<b>2020</b>
<i>RMB'000</i>	<i>RMB'000</i>
85,000	85,000

In arriving at the above revised annual caps for the Master Sourcing Agreement, the Directors have taken into account the following factors, including but not limited to:

- (i) the original annual caps as disclosed in the announcement of the Company dated 20 September 2018;
- (ii) the amount of historical transactions in respect of the original product/service range under the Master Sourcing Agreement for the financial year ended 31 December 2018 and for the period commencing from 1 January 2019 to 30 June 2019 of RMB511,000 and RMB269,000 respectively;
- (iii) the development of the mobile fire station and emergency rescue station business of the Group as disclosed in the announcement of the Company dated 16 July 2019; and
- (iv) the expected business growth of the Group.

Save for the amendments contained in the Supplemental Master Sourcing Agreement as stated above and such other alterations (if any) as may be necessary to make the Master Sourcing Agreement consistent with the Supplemental Master Sourcing Agreement, all other terms and conditions of the Master Sourcing Agreement remain unchanged.

#### **(IV) THE MASTER OFFICE MANAGEMENT SERVICE AGREEMENT**

Date: 15 August 2019

Parties: (i) CIMC, as service provider  
(ii) the Company, as service user

Subject matter: Provision of administrative and management services, including but not limited to, employee meals, vehicle use, office and office furniture, office equipment, network communication facility leasing, human resources management consultation, financial agency, accounting and tax filing services, legal advisory services by CIMC Group to the Group

The CIMC Group may provide to, and the Group may obtain from, third parties such services under the Master Office Management Service Agreement.

Term: a period commencing from the date of the Master Office Management Service Agreement and ending on 31 December 2020 unless terminated earlier by either party giving to the other party at least one month written notice of termination

Subsidiary agreement(s): The CIMC Group and the Group shall, from time to time when required, enter into separate subsidiary agreement(s) which set out the specific terms for the provision of the services under the Master Office Management Service Agreement.

The specific terms shall be determined by the CIMC Group and the Group based on the actual operational needs of the Group on normal commercial terms, or on terms no less favourable than those the Group receives from Independent Third Parties in the opinion of the Group.

In the event of conflict between the Master Office Management Service Agreement and the separate subsidiary agreement(s), the terms of the Master Office Management Service Agreement shall prevail.

Pricing principle(s): The fees for the provision of the services contemplated under the Master Office Management Service Agreement shall be determined by the CIMC Group and the Group with reference to (i) the salary and benefits of the relevant staff based on their working hours for providing the services; and (ii) the cost of provision of the relevant services incurred by the CIMC Group.

## **Annual caps for the Master Office Management Service Agreement**

The proposed annual caps for the financial years ending 31 December 2019 and 2020 for the Master Office Management Service Agreement are set out below:

<b>Annual caps for the Master Office Management Service Agreement for the financial year ending</b>	
<b>31 December 2019</b>	<b>31 December 2020</b>
<i>RMB'000</i>	<i>RMB'000</i>
1,000	2,000

In arriving at the above annual cap for the Master Office Management Service Agreement, the Directors have taken into account the following factors, including but not limited to:

- (i) the expected operational needs of the Group during the term of the Master Office Management Service Agreement with reference to the Group's business development and the expected business expansion;
- (ii) the salary level of relevant staff from the CIMC Group, which may be reviewed and adjusted from time to time; and
- (iii) the expected cost of provision of the relevant services incurred by the CIMC Group during the term of the Master Office Management Service Agreement.

## **REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE 2019 CCT AGREEMENTS**

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 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.

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 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.

### **Second Supplemental Master Sale and Purchase Agreement**

As disclosed in the announcement of the Company dated 16 July 2019, the Group entered into an investment agreement to establish CIMC Anfang, the business scope of which included among other things, the design, technology, development, sale and installation of mobile fire stations and emergency rescue stations. Since the CIMC Group has expressed its intention to purchase mobile fire stations and emergency rescue stations and relevant parts and equipment for the purpose of expanding its leasing business, the entering into of the Second Supplemental Master Sale and Purchase Agreement would enable the Group to generate an additional source of revenue by being a supplier of mobile fire stations and emergency rescue stations for the CIMC Group's leasing business on normal commercial terms.

### **Supplemental Master Installation Service Agreement**

As disclosed in the annual report of the Company for the year ended 31 December 2018, the Group has taken measures, including the recruitment of additional workers for installation implementations and the outsourcing of the installation works of some projects to subcontractors, to shorten the time required to complete contracts in respect of passenger boarding bridges in order to speed up the revenue and profit recognition. The entering into of the Supplemental Master Installation Service Agreement would further facilitate the smooth operation of the Group's passenger boarding bridge business with installation services for the components of passenger boarding bridges provided by the CIMC Group, as an alternative service supplier, on normal commercial terms. Taking into consideration that scope of services under the Master Installation Service Agreement shall be expanded to include installation services for passenger boarding bridges, in addition to those for baggage, materials and warehouse handling systems, the Directors anticipate the transaction amounts to further increase during the remaining term of the Master Installation Service Agreement.



## **Supplemental Master Sourcing Agreement**

The entering into of the Supplemental Master Sourcing Agreement would further facilitate the smooth operation of the Group's business with a stable, reliable and diversified source of supply of materials provided by the CIMC Group. Taking into consideration that (i) the product/service range under the Master Sourcing Agreement shall be expanded to include mobile fire stations and relevant parts and equipment, truck body plates, equipment and facilities (including cranes, forklifts and welders), ancillary materials for production such as chemical coating (including paint and lubricating oil), labour protection supplies, welding materials (including welding consumables and welding wires) and tools, in addition to the Raw Materials and Other Equipment; and (ii) the development of the mobile fire station business of the Group as disclosed in the announcement of the Company dated 16 July 2019, the Directors anticipate the transaction amounts to further increase during the remaining term of the Master Sourcing Agreement.

In light of the above, the Board considers that (i) the Second Supplemental Master Sale and Purchase Agreement, the Supplemental Master Installation Service Agreement and the Supplemental Master Sourcing Agreement were entered into in the ordinary and usual course of business of the Group on normal commercial terms after arm's length negotiations between the parties involved; and (ii) the terms of the Second Supplemental Master Sale and Purchase Agreement, the Supplemental Master Installation Service Agreement and the Supplemental Master Sourcing Agreement, including the respective revised annual caps under the Supplemental Master Installation Service Agreement and the Supplemental Master Sourcing Agreement, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Master Office Management Service Agreement**

Taking into consideration that (i) the transactions contemplated under the Master Office Management Service Agreement are in the ordinary and usual course of business of the Group and will facilitate the smooth operation of the Group's business (including the newly established mobile fire station and emergency rescue station business of CIMC Anfang); and (ii) the terms of the Master Office Management Service Agreement (including the pricing principle and annual caps), were determined after arm's length negotiations between the parties involved with reference to relevant labour cost and other cost incurred by the CIMC Group as set out in the paragraph headed "(IV) the Master Office Management Service Agreement" under the section "Continuing connected transactions" in this announcement, the Board (including the independent non-executive Directors) considers that the Master Office Management Service Agreement was entered into in the ordinary and usual course of business of the Group on normal commercial terms and the terms thereunder, including the pricing principle and annual caps, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Saver 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 2019 CCT Agreements, none of the other Directors has material interest in the 2019 CCT Agreements and is required to abstain from voting on the relevant resolution(s).

## **AGGREGATE PROPOSED ANNUAL CAPS**

Given the similar nature of the transactions under, and the contracting parties to, the Master Sourcing Agreement (as amended and supplemented by the Supplemental Master Sourcing Agreement), the Master Installation Service Agreement (as amended and supplemented by the Supplemental Master Installation Service Agreement), the Master Transportation Service Agreement and the Master Office Management Service Agreement, the annual caps for these agreements are aggregated for the compliance with the requirements under the Listing Rules. As such, the aggregate proposed annual caps for these agreements for the years ending 31 December 2019 and 2020 are RMB119,000,000 (equivalent to approximately HK\$132,804,000), RMB138,000,000 (equivalent to approximately HK\$154,008,000) respectively.

## **LISTING RULES IMPLICATIONS**

CIMC is the controlling shareholder of the Company and is therefore a connected person of the Company. As such, the transactions contemplated under the Second Supplemental Master Sale and Purchase Agreement, the Supplemental Master Installation Service Agreement, the Supplemental Master Sourcing Agreement and the Master Office Management Service Agreement constitute continuing connected transactions on the part of the Company under Chapter 14A of the Listing Rules.

As all the applicable percentage ratios (other than the profits ratio) in respect of the revised annual caps under the Supplemental Master Installation Service Agreement and the Supplemental Master Sourcing Agreement and the annual caps for the Master Transportation Service Agreement and the Master Office Management Service Agreement, when aggregated, are less than 5%, the entering into of the Supplemental Master Installation Service Agreement, the Supplemental Master Sourcing Agreement and the Master Office Management Service Agreement and the transactions contemplated thereunder are subject to reporting, announcement and annual review requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

In this announcement, the following expression will have the following meanings unless the context requires otherwise:

“2018 CCT Agreements”	collectively, the Master Sourcing Agreement, the Master Transportation Service Agreement, the Master Installation Service Agreement, CIMC-Tianda Shenzhen Management Service Agreement, the AZ Management Service Agreement and the Master Sale and Purchase Agreement (as amended and supplemented by the First Supplemental Master Sale and Purchase Agreement)
“2019 CCT Agreements”	collectively, the Supplemental Master Installation Service Agreement, the Supplemental Master Sourcing Agreement, the Master Office Management Service Agreement and the Second Supplemental Master Sale and Purchase Agreement
“Albert Ziegler Beijing”	Albert Ziegler Beijing Ltd., a company established in the PRC with limited liability and an indirect non-wholly-owned subsidiary of CIMC
“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
“AZ Management Service Agreement”	the agreement dated 20 September 2018 and entered into between the Company and Albert Ziegler Beijing in relation to the provision of management services by the Company to Albert Ziegler Beijing for a term commencing from the date on which the AZ Management Service Agreement becoming unconditional and ending on 31 December 2020
“Board”	board of directors of the Company
“CIMC”	China International Marine Containers (Group) Co., Ltd., a joint stock company established in the PRC with limited liability, the shares of which are listed on the Stock Exchange (Stock code: 2039)

“CIMC Anfang”	CIMC Anfang Technology Co., Ltd* (中集安防科技有限公司), a company established in the PRC with limited liability and owned as to 40% by Allied Best (China), 35% by CIMC Technology, 15% by Shenzhen Daohe, 5% by CIMC Leasing and 5% by CIMC Investment
“CIMC Group”	CIMC and its subsidiaries
“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 Leasing”	CIMC Finance Leasing Co., Ltd* (中集融資租賃有限公司), 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 Shenzhen”	CIMC-Tianda Holdings (Shenzhen) Limited, a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of CIMC
“CIMC-Tianda Shenzhen Management Service Agreement”	the agreement dated 20 September 2018 and entered into between the Company and CIMC-Tianda Shenzhen in relation to the provision of management services by the Company to CIMC-Tianda Shenzhen for a term commencing from the date on which the CIMC-Tianda Shenzhen Management Service Agreement becoming unconditional and ending on 31 December 2020
“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(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Fire Engines, Logistics, Aircraft Catering Truck and Other Equipment”	has the meaning ascribed thereto in the paragraph headed “(I) the Second Supplemental Master Sale and Purchase Agreement” under the section “Continuing connected transactions” in this announcement
“First Supplemental Master Sale and Purchase Agreement”	the supplemental agreement to the Master Sale and Purchase agreement dated 19 October 2018 and entered into between the Company and CIMC to amend the product range of the Master Sale and Purchase Agreement to include the sale of aircraft catering truck and such ancillary parts by the Group to CIMC Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(s) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third party(ies) independent of and not connected with any director, chief executive or substantial shareholders or management shareholders of the Company or its subsidiaries or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Installation Service Agreement”	the master agreement dated 20 September 2018 and entered into between the Company and CIMC in relation to the provision of installation service for baggage, materials and warehouse handling systems by the CIMC Group to the Group for a term commencing from the date on which the Master Installation Service Agreement becoming unconditional and ending on 31 December 2020
“Master Office Management Service Agreement”	the master agreement dated 15 August 2019 and entered into between the Company and CIMC in relation to the provision of administrative and management services by the CIMC Group to the Group for a term commencing from the date of the Master Office Management Service Agreement and ending on 31 December 2020

“Master Sale and Purchase Agreement”	the master agreement dated 20 September 2018 (as amended and supplemented by the First Supplemental Master Sale and Purchase Agreement) and entered into between the Company and CIMC in relation to the sale of fire engines, firefighting equipment and baggage, materials and warehouse handling systems and equipment, aircraft catering truck and such ancillary parts by the Group to the CIMC Group for a term commencing from the date on which the Master Sale and Purchase Agreement becoming unconditional and ending on 31 December 2020
“Master Sourcing Agreement”	the master agreement dated 20 September 2018 and entered into between the Company and CIMC in relation to the sale of spare parts, raw materials, computer hardware, chassis, high-end fire engines and firefighting equipment and/or provision of IT support services by the CIMC Group to the Group for a term commencing from the date on which the Master Sale and Purchase Agreement becoming unconditional and ending on 31 December 2020
“Master Transportation Service Agreement”	the master agreement dated 20 September 2018 and entered into between the Company and CIMC in relation to the provision of transportation service by the CIMC Group to the Group for a term commencing from the date on which the Master Transportation Service Agreement becoming unconditional and ending on 31 December 2020
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Raw Materials and Other Equipment”	has the meaning ascribed thereto in the paragraph headed “(III) the Supplemental Master Sourcing Agreement” under the section “Continuing connected transaction” in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Second Supplemental Master Sale and Purchase Agreement”	the supplemental agreement to the Master Sale and Purchase agreement dated 15 August 2019 and entered into between the Company and CIMC to amend the product range under the Master Sale and Purchase Agreement
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)

“Shenzhen Daohe”	Shenzhen Daohe Venture Capital Partnership Enterprise* (深圳道合創業投資合夥企業) (limited partnership), a limited partnership established in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Master Installation Service Agreement”	the supplemental agreement to the Master Installation Service Agreement dated 15 August 2019 and entered into between the Company and CIMC to amend the scope of services and to revise the annual caps under the Master Installation Service Agreement
“Supplemental Master Sourcing Agreement”	the supplemental agreement to the Master Sourcing Agreement dated 15 August 2019 and entered into between the Company and CIMC to amend the product range and revise the annual caps under the Master Sourcing Agreement
“%”	per cent

*For the purposes of this announcement, the exchange rate RMB1 = HK\$1.116 has been used for currency translation, where applicable. Such exchange rate is for illustration purposes only and does not constitute representations that any amount in RMB or HK\$ has been, could have been or may be converted at such rate, or at all.*

\* *The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.*

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

Hong Kong, 15 August 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>