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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

MONTHLY UPDATE ON

(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)

AND

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

Joint Financial Advisers to the Joint Offerors



INTRODUCTION

References are made to (i) the joint announcement dated 4 October 2020 (the “**Rule 3.5 Announcement**”) issued by CIMC-TianDa Holdings Company Limited (the “**Company**”), Expedition Holding Corporation Limited and Sharp Vision Holdings Limited (the “**Joint Offerors**”) in relation to, amongst other things, the Proposal and the Scheme; (ii) the joint announcement dated 23 October 2020 issued by the Company and the Joint Offerors in relation to the extension of time for despatch of the Scheme Document; and (iii) 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. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

PROGRESS UPDATE ON THE PROPOSAL

The Company and the Joint Offerors would like to update the Shareholders and potential investors that the Company’s Scheme application has been listed for a hearing before the Grand Court on 24 November 2020 for the Grand Court to issue directions for the convening of the Court Meeting where the Scheme Shareholders will consider and, if thought fit, approve the Scheme (the “**Directions Hearing**”). The Company and the Joint Offerors are in the course of finalising the information to be included in the Scheme Document, which is intended to be despatched to the Scheme Shareholders following the Directions Hearing, and the Company is in the course of preparing for the Directions Hearing.

Further announcement(s) will be made by the Company and/or the Joint Offerors in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal, the Scheme, and the Option Offer and the despatch of the Scheme Document and the Option Offer Letter as and when appropriate.

WARNING

The Proposal, the Scheme and the Option Offer are conditional upon the satisfaction or (where applicable) waiver of conditions. Accordingly, the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not become unconditional. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

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, 23 November 2020

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.