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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**

**CONTINUING CONNECTED TRANSACTION**

**FINANCIAL SERVICES FRAMEWORK AGREEMENT**

The Board is pleased to announce that on 29 June 2018, the Company entered into the Financial Services Framework Agreement with CIMC Finance, pursuant to which CIMC Finance will provide to the Group the Financial Services.

As at the date of this announcement, CIMC indirectly holds approximately 51.1% of the issued share capital of the Company and is the controlling shareholder of the Company. CIMC Finance is a wholly-owned subsidiary of CIMC. Accordingly, CIMC and CIMC Finance are connected persons of the Company. Hence, each of the services contemplated under the Financial Services Framework Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Under Rule 14A.90 of the Listing Rules, the Loan Services to be provided by CIMC Finance to the Group contemplated under the Financial Services Framework Agreement is fully exempted from reporting, announcement, annual review, circular and independent shareholders' approval requirements as such transactions constitute financial assistance provided by a connected person for the benefit of the Group on normal commercial terms or better where no security over the assets of the Group is granted in respect of the financial assistance.

As the highest applicable percentage ratio in respect of the largest Annual Cap for the Deposit Services is more than 0.1% but less than 5%, the Deposit Services are subject to the reporting, announcement and annual review requirements and are exempted from the independent shareholders' approval requirements under the Listing Rules.

As the highest applicable percentage ratio in respect of the largest Annual Cap for Other Financial Services is less than 0.1%, the Other Financial Services are exempted from reporting, announcement, annual review requirements and are exempted from the independent shareholders' approval requirements under the Listing Rules.

## **PRINCIPAL TERMS OF THE FINANCIAL SERVICES FRAMEWORK AGREEMENT**

The principal terms of the Financial Services Framework Agreement are summarised as follows:

### **Date**

29 June 2018

### **Parties**

- (i) the Company, for itself and on behalf of its subsidiaries
- (ii) CIMC Finance

### **Term**

The period commencing on the date of signing of the Financial Services Framework Agreement ending on 31 December 2020.

### **Financial Services**

CIMC Finance offers the Financial Services to the Group:

- (a) Deposit Services;
- (b) Loan Services;
- (c) Other Financial Services: including but not limited to bill discounting services; foreign exchange settlement and foreign exchange purchasing services; issuing acceptance bill and letter of guarantee; issuing buyer's credit, consumer credit and finance leasing; assisting in the receipt and payment for transactions; dealing with financial and financing consultancy, credit authentication and related consultancy and agency business; dealing with entrusted loans and commissioned investment; dealing with internal transfer settlement and corresponding settlement and liquidation planning; underwriting corporate bonds; and any other financial services approved by the China Banking and Insurance Regulatory Commission and other financial regulatory agencies.

### **Basis of interests, fees and financial charges**

The applicable interests, fees and financial charges for the specific transactions are determined by the parties after arm's length negotiation with reference to market comparables and under the Financial Services are as follows:

#### ***(a) Deposit Services***

The interest rates payable by CIMC Finance to the Group shall be the rate as may be agreed from time to time between the parties for each specific transaction provided that the agreed rate shall not be lower than the benchmark deposit interest rates prescribed by the PBC from time to time and deposit interest rates provided by other independent third-party commercial banks in the PRC for deposits of the same term and type.

**(b) Loan Services**

The interest rates payable by the Group to CIMC Finance shall be the rate as may be agreed from time to time between the parties for each specific transaction provided that the agreed rate shall be determined with reference to be the benchmark loan interest rates prescribed by the PBC from time to time and shall not be higher than the interest rates offered by other independent third-party commercial banks in the PRC for loans of the same term and type.

No security over the assets from the Group will be required in securing any of such loans.

**(c) Other Financial Services**

The service fees and rates for such Other Financial Services to be charged by CIMC Finance shall be the fee and rate as may be agreed from time to time between the parties for each specific transaction provided that the agreed fee and rate shall be no less favourable to the Group than the standard service fees or standard rates prescribed by the PBC from time to time (if any) or fees and rates charged by other independent third-party commercial banks in the PRC for the same term and type of services.

**ANNUAL CAPS AND BASIS FOR DETERMINATION OF ANNUAL CAPS**

Based on the terms of the Financial Services Framework Agreement, the Board expects that the Annual Caps for the Deposit Services, being the maximum daily cash balance of deposits, and for the fees and financial charges for the Other Financial Services are as follows:

	<b>Annual Caps</b>		
	<b>For the year ending 31 December 2018</b>	<b>For the year ending 31 December 2019</b>	<b>For the year ending 31 December 2020</b>
Deposit Services:	RMB80,000,000	RMB85,000,000	RMB90,000,000
Maximum daily cash balance of deposits	(equivalent to approximately HK\$98,400,000)	(equivalent to approximately HK\$104,550,000)	(equivalent to approximately HK\$110,700,000)
Other Financial Services:	RMB2,000,000	RMB2,500,000	RMB3,000,000
Fees and charges	(equivalent to approximately HK\$2,460,000)	(equivalent to approximately HK\$3,075,000)	(equivalent to approximately HK\$3,690,000)

The Annual Caps have been determined on the basis of several factors including (i) the strategies of the finance management of the Group; (ii) the development and financial needs of the Group during the Term; and (iii) the estimated business growth of the Group.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCIAL SERVICES FRAMEWORK AGREEMENT**

The entering into the Financial Services Framework Agreement allows the Group to make full use of the Financial Services provided by CIMC Finance. Since the terms of services offered by CIMC Finance will be no less favourable to the Group than those offered by independent third party banks and/or financial institutions in the PRC and the Financial Services Framework Agreement is non-exclusive and does not limit the Group's choice in engaging any other financial services providers, it represents potential cost savings to the Group. The Group also expects to benefit from the efficient services from CIMC Finance as it has a good understanding of the Group's operations.

The Board (including the independent non-executive Directors but excluding Dr. Li Yin Hui, Mr. Zheng Zu Hua, Mr. Luan You Jun and Mr. Yu Yu Qun, who abstained from voting at the meeting of the Board due to conflict of interest) considers that entering into the Financial Services Framework Agreement by the Company is in the ordinary and usual course of business of the Group and the terms of the Financial Services Framework Agreement are on normal commercial terms or better and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **GENERAL INFORMATION**

The Group is principally engaged in fire engines and fire equipment business. It is also engaged in the design and manufacturing of passenger boarding bridges, auto stereoscopic parking systems and provision of integrated solutions of airport facility equipment including airport logistic systems (baggage handling and material handling) and ground support equipment.

CIMC Finance is a banking financial institution established in the PRC and principally engaged in the provision of financial services to CIMC and its subsidiaries.

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.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CIMC indirectly holds approximately 51.1% of the issued share capital of the Company and is the controlling shareholder of the Company. CIMC Finance is a wholly-owned subsidiary of CIMC. Accordingly, the CIMC and CIMC Finance are connected persons of the Company. Hence, each of the services contemplated under the Financial Services Framework Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Under Rule 14A.90 of the Listing Rules, the Loan Services to be provided by CIMC Finance to the Group contemplated under the Financial Services Framework Agreement is fully exempted from reporting, announcement, annual review, circular and independent shareholders' approval requirements as such transactions constitute financial assistance provided by a connected person for the benefit of the Group on normal commercial terms or better where no security over the assets of the Group is granted in respect of the financial assistance.

As the highest applicable percentage ratio in respect of the largest Annual Cap for the Deposit Services is more than 0.1% but less than 5%, the Deposit Services are subject to the reporting, announcement and annual review requirements and are exempted from the independent shareholders' approval requirements under the Listing Rules.

As the highest applicable percentage ratio in respect of the largest Annual Cap for Other Financial Services is less than 0.1%, the Other Financial Services are exempted from reporting, announcement, annual review requirements and are exempted from the independent shareholders' approval requirements under the Listing Rules.

## **DEFINITIONS**

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

“Annual Cap”	the maximum daily cash balance for the Deposit Services per annum or the maximum fees and charges per annum for Other Financial Services
“connected person(s)”, “controlling shareholder” and “subsidiary(ies)”	have the meanings ascribed to them under the Listing Rules
“Board”	the board of Directors
“CIMC”	中國國際海運集裝箱(集團)股份有限公司 (China International Marine Containers (Group) Co., Ltd.), a company established in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock code: 000039) and the Main Board of the Stock Exchange (H Share Stock code: 2039), and the controlling shareholder of the Company, indirectly holding approximately a 51.1% interest in the Company
“CIMC Finance”	中集集團財務有限公司 (CIMC Finance Company Limited), a company established under the laws of the PRC and a wholly-owned subsidiary of CIMC.

“Company”	中集天達控股有限公司 (CIMC-TianDa Holdings Company Limited), a company incorporated with limited liability in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Financial Services”	the financial services to be provided under the Financial Services Framework Agreement
“Financial Services Framework Agreement”	the financial services framework agreement dated 29 June 2018 entered into between the Company and the CIMC Finance in respect of the provision of the Financial Services to the 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PBC”	the People’s Bank of China, the central bank of the PRC
“PRC”	People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term”	the term of the Financial Services Framework Agreement, being the period commencing on the date of signing of the Financial Services Framework Agreement ending on 31 December 2020

“%” per cent.

*For the purposes of this announcement, the exchange rate RMB1 = HK\$1.23 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.*

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

Hong Kong, 29 June 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>