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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)**

**AND**

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

**EXTENSION OF TIME FOR DESPATCH OF SCHEME DOCUMENT**

**Joint Financial Advisers to the Joint Offerors**



## **INTRODUCTION**

Reference is made to the joint announcement dated 4 October 2020 (the “**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. Unless otherwise defined in this joint announcement, terms defined in the Announcement shall have the same meanings when used in this joint announcement.

## **EXTENSION OF TIME FOR DESPATCH OF THE SCHEME DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Scheme Document containing, among others, details of the Proposal, the Scheme, the Option Offer and the Rollover Arrangement, the expected timetable, an explanatory statement as required under the rules of the Grand Court, information regarding the Company and the Joint Offerors, the recommendations of the Independent Board Committee with respect to the Proposal, the Scheme, the Option Offer and the Rollover Arrangement, the letter of advice from the Independent Financial Adviser, and the notice of the Court Meeting and the notice of the EGM, together with forms of proxy in relation thereto, should be despatched to the Shareholders and the Optionholders within 21 days of the date of the Announcement, which in this case would be on or before 25 October 2020.

As stated in the Announcement, the Proposal is, and the Scheme will only become effective, subject to the fulfilment of, amongst other Conditions, the Scheme being approved at the Court Meeting. A hearing before the Grand Court is required for the Grand Court to issue its directions for convening the Court Meeting.

As additional time is required for finalising the Scheme Document (including but not limited to the letter of advice from the Independent Financial Adviser) and to accommodate the timetable of the Grand Court, the Company and the Joint Offerors expect that the despatch of the Scheme Document will be postponed from 25 October 2020 to a date no later than 30 November 2020.

An application has been jointly made by the Company and the Joint Offerors to the Executive for consent to the extension of the latest date for despatching the Scheme Document from 25 October 2020 to 30 November 2020, and the Executive has indicated that it is minded to grant such consent.

A detailed timetable for the implementation of the Proposal will be set out in the Scheme Document and in the announcement to be jointly made by the Company and the Joint Offerors upon the despatch of the Scheme Document.

## WARNINGS

**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 be implemented. Shareholders, Optionholders 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 October 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 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 the 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.*