

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.



TRANSPORT INTERNATIONAL HOLDINGS LIMITED

(載通國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 62)

MAJOR TRANSACTION PURCHASE OF ENVIRO 500 DOUBLE-DECK CKD BUSES

KMB and LWB, wholly-owned subsidiaries of the Company, entered into the Purchase Contracts with ADL Asia on 13 April 2015 for the purchase of a total of 147 units of 12-Metre Enviro 500 Double-deck CKD Buses and 139 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 65.1 million. The transactions contemplated under the Purchase Contracts constituted a discloseable transaction of the Company, which, when aggregated with the Previous Transactions under Chapter 14 of the Listing Rules, constituted a major transaction of the Company. A circular containing the information required under the Listing Rules is expected to be despatched to Shareholders on or before 5 May 2015.

THE PURCHASE CONTRACTS

KMB and LWB, wholly-owned subsidiaries of the Company, entered into the Purchase Contracts with ADL Asia on 13 April 2015 for the purchase of a total of 147 units of 12-Metre Enviro 500 Double-deck CKD Buses and 139 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 65.1 million, the particulars of which are as follows: -

I. Purchase contract dated 13 April 2015 entered into between KMB and ADL Asia

Subject matter and consideration

The purchase of 126 units of 12-Metre Enviro 500 Double-deck CKD Buses and 100 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 50.4 million (inclusive of all carriage and insurance charges) was arrived at through tendering selection.

Payment terms

The consideration was payable in cash in three instalments, with (i) 10% of which

being payable as deposit within fourteen business days from the date on which the Shareholders at the SGM approve the entering into of the Purchase Contract by KMB in accordance with the Listing Rules; (ii) half of the unit price being payable as further deposit within fourteen business days from the Assemble Date of each full unit; and (iii) the balance being payable within fourteen business days after the satisfactory inspection and issuance of fitness certification in respect of each assembled unit in accordance with the applicable laws and regulations or within three months after the Assemble Date of such full unit (subject to KMB's quality audit), whichever may be the earlier. Such payments are being funded by the general working capital and banking facilities of KMB.

Condition

The obligations of KMB under the Purchase Contract will be subject to the approval of the Shareholders at the SGM to approve the entering into of the Purchase Contract by KMB and the transactions contemplated thereunder.

Performance guarantee by ADL

ADL had guaranteed in favour of KMB the due performance by ADL Asia of its obligations under the Purchase Contract as may be amended or supplemented from time to time.

II. Purchase contract dated 13 April 2015 entered into between LWB and ADL Asia

Subject matter and consideration

The purchase of 21 units of 12-Metre Enviro 500 Double-deck CKD Buses and 39 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 14.7 million (inclusive of all carriage and insurance charges) was arrived at through tendering selection.

Payment terms

The consideration was payable in cash in three instalments, with (i) 10% of which being payable as deposit within fourteen business days from the date on which the Shareholders at the SGM approve the entering into of the Purchase Contract by LWB in accordance with the Listing Rules; (ii) half of the unit price being payable as further deposit within fourteen business days from the Assemble Date of each full unit; and (iii) the balance being payable within fourteen business days after the satisfactory inspection and issuance of fitness certification in respect of each assembled unit in accordance with the applicable laws and regulations or within three months after the Assemble Date of such full unit (subject to LWB's quality audit), whichever may be the earlier. Such payments are being funded by the general working capital and banking facilities of LWB.

Condition

The obligations of LWB under the Purchase Contract will be subject to the approval of the Shareholders at the SGM to approve the entering into of the Purchase Contract by LWB and the transactions contemplated thereunder.

Performance guarantee by ADL

ADL had guaranteed in favour of LWB the due performance by ADL Asia of its obligations under the Purchase Contract as may be amended or supplemented from time to time.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The transactions under the Purchase Contracts were entered into in the ordinary and usual course of business of the Group and as part of its continuing initiative to replace retiring buses and to enhance the service quality of KMB and LWB.

The Directors believe that the terms of the Purchase Contracts were fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the transactions under the Purchase Contracts exceeds 5% but is less than 25%, the transactions under the Purchase Contracts, on their own, constituted a discloseable transaction of the Company.

In light of the recurrence of the transactions contemplated under the Purchase Contracts in the relevant period despite each of the Purchase Contracts and Previous Transactions being separate and distinct transactions independent of each other, as one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the transactions under the Purchase Contracts and the Previous Transactions exceed 25% but are less than 100%, the aggregated transactions will be treated as a major transaction of the Company and the Purchase Contracts will be subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. Reference is made to the Company's announcements dated 12 June 2014, 11 August 2014, 4 November 2014 and 2 February 2015 regarding the Previous Transactions.

The SGM will be convened to be held at 3:00 p.m. on Thursday, 21 May 2015 to consider and approve the Purchase Contracts and the transactions contemplated thereunder.

A circular containing the information required under the Listing Rules in relation to the transactions under the Purchase Contracts is expected to be despatched to Shareholders on or before 5 May 2015.

GENERAL INFORMATION

The principal activities of the Group are the operation of both franchised and non-franchised public transportation, property holdings and development and the provision of media sales services in Hong Kong and Mainland China. KMB and LWB are principally engaged in franchised public bus services in Hong Kong.

ADL Asia is the sales and support arm of ADL (a major British bus manufacturer) and also a major supplier of double-deck buses in the Hong Kong bus market. To the best of the Directors' knowledge, information and belief, having made all

reasonable enquiries, ADL Asia, ADL and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise: -

| | |
|---|---|
| “12-Metre Enviro 500 Double-deck CKD Bus(es)” | set of Enviro 500 Double-deck CKD Bus comprising a unit of ADL Trident 12-Metre Euro V 3-Axle Bus Chassis and its corresponding unit of Enviro 500 (Next Generation) Air-conditioned Double-deck CKD Body Kit |
| “12.8-Metre Enviro 500 Double-deck CKD Bus(es)” | set of Enviro 500 Double-deck CKD Bus comprising a unit of ADL Trident 12.8-Metre Euro V 3-Axle Bus Chassis and its corresponding unit of Enviro 500 (Next Generation) Air-conditioned Double-deck CKD Body Kit |
| “ADL” | Alexander Dennis Limited, a company incorporated in Scotland with limited liability |
| “ADL Asia” | Alexander Dennis (Asia Pacific) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of ADL |
| “Assemble Date” | the date on which a full unit is actually put to the assembly line of the bus body assembly site(s) designated by KMB and LWB |
| “Board” | the board of Director(s) |
| “business day(s)” | Hong Kong business day(s) |
| “CKD” | Completely Knocked Down |
| “Company” | Transport International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange (Stock Code: 62) |
| “Director(s)” | the director(s) of the Company |
| “discloseable transaction” | means a discloseable transaction under Chapter 14 of the Listing Rules |
| “Enviro 500 Double-deck CKD Bus(es)” | collectively, the 12-Metre Enviro 500 Double-deck CKD Bus(es) and 12.8-Metre Enviro 500 Double-deck CKD Bus(es) |
| “GBP” | British Pound Sterling, the lawful currency of the United Kingdom of Great Britain and Northern Ireland |

| | |
|-------------------------|---|
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “KMB” | The Kowloon Motor Bus Company (1933) Limited, a wholly-owned subsidiary of the Company |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “LWB” | Long Win Bus Company Limited, a wholly-owned subsidiary of the Company |
| “PRC” | the People’s Republic of China |
| “Previous Transactions” | the previous purchases of 171, 209, 196 and 144 units of Enviro 500 Double-deck CKD Buses with ADL Asia as disclosed in the announcements of the Company dated 12 June 2014, 11 August 2014, 4 November 2014 and 2 February 2015 respectively |
| “Purchase Contracts” | the purchase contracts dated 13 April 2015 entered into (i) between KMB and ADL Asia for the purchase of 126 units of 12-Metre Enviro 500 Double-deck CKD Buses and 100 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia; and (ii) between LWB and ADL Asia for the purchase of 21 units of 12-Metre Enviro 500 Double-deck CKD Buses and 39 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia |
| “SGM” | the special general meeting of the Shareholders to be convened and held for the Shareholders to consider and, if thought fit, approve the Purchase Contracts and the transactions contemplated thereunder |
| “Share(s)” | ordinary share(s) of HK\$1 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

By order of the Board
Lana Woo
Company Secretary

Hong Kong, 13 April 2015

The Directors as at the date of this announcement are: -

Independent Non-executive Directors:

Dr. Norman LEUNG Nai Pang, *GBS, JP* (Chairman)
Dr. John CHAN Cho Chak, *GBS, JP* (Deputy Chairman)
Dr. Eric LI Ka Cheung, *GBS, OBE, JP*
Mr. Gordon SIU Kwing Chue, *GBS, CBE, JP*
Professor LIU Pak Wai, *SBS, JP*

Non-executive Directors:

Mr. Raymond KWOK Ping Luen, *JP* (Mr. Godwin SO Wai Kei as his alternate)
Mr. NG Siu Chan (Ms. Winnie NG as his alternate)
Mr. William LOUEY Lai Kuen
Ms. Winnie NG
Mr. Edmond HO Tat Man
Mr. John Anthony MILLER, *SBS, OBE*
Mr. Allen FUNG Yuk Lun

Executive Directors:

Mr. Roger LEE Chak Cheong (Managing Director)
Mr. Charles LUI Chung Yuen, *M.H.*
Mr. Evan AU YANG Chi Chun

** For identification purpose only*