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TRANSPORT INTERNATIONAL HOLDINGS LIMITED

(載通國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 62)

DISCLOSEABLE TRANSACTIONS PURCHASE OF ENVIRO 500 DOUBLE-DECK CKD BUSES

KMB, a wholly-owned subsidiary of the Company, entered into the two Purchase Contracts on 20 August 2012 and 3 December 2012 with ADL Asia, for the purchase of respectively 196 and 150 units of Enviro 500 Double-deck CKD Buses from ADL Asia for a respective total consideration of approximately GBP 41 million and GBP 31 million. The parties entered into an amendment letter on 2 October 2013 in respect of certain of the purchases.

The transactions contemplated under each of the Purchase Contracts constituted a discloseable transaction of the Company.

THE PURCHASE CONTRACTS

KMB, a wholly-owned subsidiary of the Company, entered the two Purchase Contracts with ADL Asia for the purchase of Enviro 500 Double-deck CKD Buses from ADL Asia, the particulars of which are as follows: -

Subject matter and consideration

(1) Purchase contract dated 20 August 2012

The purchase of 196 units of Enviro 500 Double-deck CKD Buses (at the unit price of approximately GBP 210,000) for a total consideration of approximately GBP 41 million (inclusive of all carriage and insurance charges) which was arrived at through tendering selection of the lowest bidder.

(2) Purchase contract dated 3 December 2012

The purchase of 150 units of Enviro 500 Double-deck CKD Buses (at the unit price of

approximately GBP 209,000) for a total consideration of approximately GBP 31 million (inclusive of all carriage and insurance charges) which was arrived at through tendering selection of the lowest bidder. The unit price in respect of 19 units was amended to approximately GBP 210,000 by a letter agreement dated 2 October 2013 entered into between the parties in relation to a specification change.

Payment terms

The consideration was payable in cash in three instalments, with (i) 10% of which being payable as deposit after the signing of the relevant Purchase Agreement; (ii) half of the unit price being payable as further deposit after the receipt of each full unit by KMB; and (iii) the balance being payable 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 four months after delivery 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 of KMB.

As of the date of this announcement, a total of approximately GBP 44 million was paid by KMB to ADL Asia under the Purchase Contracts.

Performance guarantee by ADL

ADL had guaranteed in favour of KMB the due performance by ADL Asia of its obligations in each of the Purchase Contracts 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, particulars of KMB's bus fleet and fleet upgrade are disclosed in the financial reports of the Company from time to time.

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 each of the Purchase Contracts exceeds 5% but is less than 25%, the transactions under each of the Purchase Contracts constituted a discloseable transaction of the Company.

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 is 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: -

“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
“Board”	the board of Director(s)
“discloseable transaction”	mean a discloseable transaction under Chapter 14 of the Listing Rules
“CKD”	Completely Knocked Down
“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
“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)
“Group”	the Company and its subsidiaries
“Director(s)”	the director(s) of the Company
“GBP”	British Pound Sterling, the lawful currency of the United Kingdom of Great Britain and Northern Ireland

“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
“PRC”	the People’s Republic of China
“Purchase Contracts”	the two purchase contracts dated respectively 20 August 2012 and 3 December 2012 entered into by KMB with ADL Asia for the purchase of respectively 196 and 150 units of Enviro 500 Double-deck CKD Buses from ADL Asia
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Lana Woo
Company Secretary

Hong Kong, 18 October 2013

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. Roger LEE Chak Cheong as his alternate)
Dr. Walter KWOK Ping-sheung, *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. John Anthony MILLER, *SBS, OBE*

Executive Directors:

Mr. Edmond HO Tat Man (Managing Director)

Mr. Charles LUI Chung Yuen, *M.H.*

Mr. Evan AU YANG Chi Chun

** For identification purpose only*