



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tongda Group Holdings Limited

Date Submitted 4 August 2010

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 698 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>20,000,000,000</u>     | <u>HK\$0.01</u>                            | <u>HK\$200,000,000</u>                                   |
| Increase/(decrease)                 | <u>--</u>                 |  | <u>--</u>  |
| Balance at close of the month       | <u>20,000,000,000</u>     | <u>HK\$0.01</u>                            | <u>HK\$200,000,000</u>                                   |

(2) Stock code : -- Description : --

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>--</u>                 | <u>--</u>                                  | <u>--</u>  |
| Increase/(decrease)                 | <u>--</u>                 |  | <u>--</u>  |
| Balance at close of the month       | <u>--</u>                 | <u>--</u>                                  | <u>--</u>  |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code :    --                  | Description :    --      |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | --                       | --                                     | --  |
| Increase/(decrease)                 | --                       |  | --  |
| Balance at close of the month       | --                       | --                                     | --  |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code :    --                  | Description :    --            |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | --                             | --                                     | --  |
| Increase/(decrease)                 | --                             |  | --  |
| Balance at close of the month       | --                             | --                                     | --  |

Total authorised share capital at the end of the month (*State currency*) :

**HK\$200,000,000**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |           | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)       |                         |                                |
| Balance at close of preceding month   | <u>4,465,800,000</u>   | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Increase/ (decrease) during the month | <u>--</u>              | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Balance at close of the month         | <u>4,465,800,000</u>   | <u>--</u> | <u>--</u>               | <u>--</u>                      |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |            |                                   |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|-----------------------------------|------------|--|---|
|  | Granted                   | Exercised  | Cancelled                         | Lapsed     |  |   |
| <u>1. Exercise</u>   |                           |            |                                   |            |  |   |
| <u>Price</u>   |                           |            |                                   |            |  |   |
| <u>HK\$0.485</u>   |                           |            |                                   |            |  |   |
| <u>Adopted on</u>  |                           |            |                                   |            |  |   |
| <u>( 10 /06 /2002 )</u>  |                           |            |                                   |            |  |   |
| <u>Ordinary shares</u>   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                        | <u>Nil</u> | <u>Nil</u>   | <u>10,000,000</u>   |
| <i>(Note 1)</i>  |                           |            |                                   |            |  |   |
| <u>2.Exercise</u>  |                           |            |                                   |            |  |   |
| <u>Prices</u>  |                           |            |                                   |            |  |   |
| <u>HK\$0.586</u>   |                           |            |                                   |            |  |   |
| <u>Adopted on</u>  |                           |            |                                   |            |  |   |
| <u>(10/ 06 / 2002 )</u>  |                           |            |                                   |            |  |   |
| <u>Ordinary shares</u>   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                        | <u>Nil</u> | <u>Nil</u>   | <u>38,000,000</u>   |
| <i>(Note 1)</i>  |                           |            |                                   |            |  |   |
| <u>3.Exercise</u>  |                           |            |                                   |            |  |   |
| <u>Price</u>   |                           |            |                                   |            |  |   |
| <u>HK\$0.315</u>   |                           |            |                                   |            |  |   |
| <u>Adopted on</u>  |                           |            |                                   |            |  |   |
| <u>( 10/ 06 / 2002)</u>  |                           |            |                                   |            |  |   |
| <u>Ordinary shares</u>   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                        | <u>Nil</u> | <u>Nil</u>   | <u>89,000,000</u>   |
| <i>(Note 1)</i>  |                           |            |                                   |            |  |   |
|  |                           |            | <u>Total A. (Ordinary shares)</u> |            | <u>Nil</u>   |   |
|  |                           |            | <u>(Preference shares)</u>        |            | <u>--</u>  |   |
|  |                           |            | <u>(Other class)</u>              |            | <u>--</u>  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |            |                                   |            | <u>--</u>  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. 192,000,000 warrants                                  |                                 |   |                                  |   |  |  |
| Conferring rights to subscribe                           |                                 |   |                                  |   |  |  |
| 192,000,000 warrant shares                               | HKD                             | N/A   | N/A                              | 57,600,000                                | N/A  | 192,000,000  |
| (27/01 /2011 )   |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 | Unlisted  |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 | Ordinary Shares                                 |                                  |   |  |  |
| Subscription price                                       |                                 | HK\$0.30  |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 2. --  |                                 |   |                                  |   |  |  |
| ( / / )  | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 3. --  |                                 |   |                                  |   |  |  |
| ( / / )  | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 4. --  |                                 |   |                                  |   |  |  |
| ( / / )  | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| Total B.   |                                 |   |                                  |   |  |  |
| (Ordinary shares)  |                                 |   |                                  | --  |  |  |
| (Preference shares)                                      |                                 |   |                                  | --  |  |  |
| (Other class)  |                                 |   |                                  | --  |  |  |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   | --                             | --                                 | --                         | --                           | --   | --  |
| Stock code (if listed)                         | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |  |   |
| Subscription price                             | _____                          |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 2. --  | --                             | --                                 | --                         | --                           | --   | --  |
| Stock code (if listed)                         | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |  |   |
| Subscription price                             | _____                          |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 3. --  | --                             | --                                 | --                         | --                           | --   | --  |
| Stock code (if listed)                         | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |  |   |
| Subscription price                             | _____                          |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 4. --  | --                             | --                                 | --                         | --                           | --   | --  |
| Stock code (if listed)                         | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |  |   |
| Subscription price                             | _____                          |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | --   | _____   |
| (Preference shares)                            |                                |                                    |                            |                              | --   | _____   |
| (Other class)                                  |                                |                                    |                            |                              | --   | _____   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. --<br><br><br>( / / )<br>shares (Note 1)   | --   | --  |
| 2. --<br><br><br>( / / )<br>shares (Note 1)   | --   | --  |
| 3. --<br><br><br>( / / )<br>shares (Note 1)   | --   | --  |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      | --<br>--<br>--   |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                                 |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|--|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | --   | --  |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | --   | --  |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | --   | --  |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | --   | --  |

For Main Board and GEM listed issuers

| Type of Issue           |                                 | No. of new shares of issuer issued during the month pursuant thereto   | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------------|--|---|
| 5. Scrip dividend       | At price : State currency _____ | <p>Class of shares issuable _____<br/>(Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>           | <p>_____</p> <p>_____</p>   |
| 6. Repurchase of shares |                                 | <p>Class of shares repurchased _____<br/>(Note 1)</p> <p>Cancellation date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>           | <p>_____</p> <p>_____</p>   |
| 7. Redemption of shares |                                 | <p>Class of shares redeemed _____<br/>(Note 1)</p> <p>Redemption date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>                | <p>_____</p> <p>_____</p>   |
| 8. Consideration issue  | At price : State currency _____ | <p>Class of shares issuable <u>Ordinary</u><br/>(Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | <p>_____</p> <p>_____</p>   |



For Main Board and GEM listed issuers

| Type of Issue              |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )                                    | --   | --  |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | --   | --  |
|                            |  | Total E. (Ordinary shares)   | --  |
|                            |  | (Preference shares)  | --  |
|                            |  | (Other class)  | --  |

|   |        |
|---|--------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) -- |
|   | (2) -- |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | --     |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | --     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |        |

Remarks (if any):

**This Monthly Return includes one continuation sheet regarding share options.**

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Submitted by:     Ko Chun Hay Kelvin    

Title:     Company Secretary      
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*

**Continuation Sheet**

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable | Movement during the month |            |            |                            | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|--|---------------------------|------------|------------|----------------------------|---|--|
|  | Granted                   | Exercised  | Cancelled  | Lapsed                     |   |  |
| <u>4. Exercise</u><br><u>Price</u><br><u>HK\$0.2262</u><br><u>Adopted on</u><br><u>( 10 /06 /2002 )</u>                    |                           |            |            |                            |   |  |
| <u>Ordinary shares</u><br><i>(Note 1)</i>  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u>  | <u>91,000,000</u>  |
| <u>5.Exercise</u><br><u>Price</u><br><u>HK\$0.28</u><br><u>Adopted on</u><br><u>(10/06/2002)</u>                           |                           |            |            |                            |   |  |
| <u>Ordinary shares</u><br><i>(Note 1)</i>  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u>  | <u>102,050,000</u>   |
| <u>6. N/A</u><br><u>_____</u><br><u>_____</u><br><u>_____</u><br><u>_____</u><br><u>_____</u>                              |                           |            |            |                            |   |  |
| <i>(Note 1)</i>  |                           |            |            |                            |   |  |
|  |                           |            |            | Total A. (Ordinary shares) | <u>NIL</u>  |  |
|  |                           |            |            | (Preference shares)        | <u>--</u>   |  |
|  |                           |            |            | (Other class)              | <u>--</u>   |  |
| Total funds raised during the month from exercise of<br>options (State currency)   |                           |            | <u>--</u>  |                            |   |  |