

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

## For the month ended (dd/mm/yyyy): 31/01/2010

To : Hong Kong Exchanges and Clearing Limited

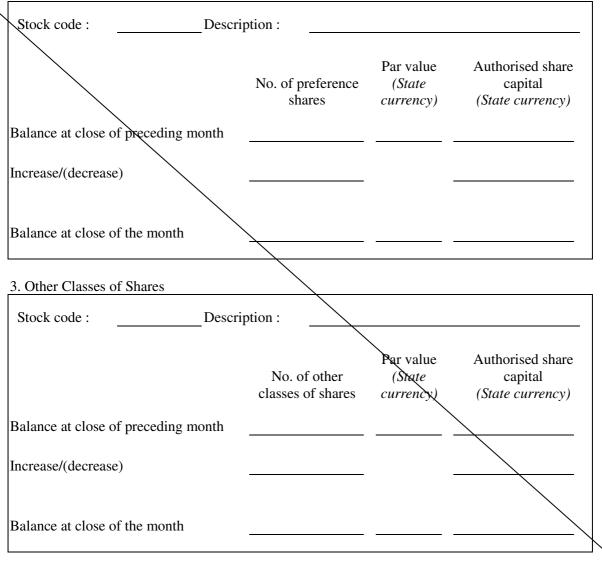
Name of Issuer	Tongda Group Holdings Limited
Date Submitted	2 February 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares					
(1) Stock code : <u>698</u> Descri	iption : Ordinary Shares				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month	20,000,000,000	HK\$0.01	HK\$200,000,000		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	20,000,000,000	HK\$0.01	HK\$200,000,000		
(2) Stock code : Descri	ption :				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

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#### 2. Preference Shares



Total authorised share capital at the end of the month (State<br/>currency) :HK\$200,000,000

No. of new shares of issuer which may be issued pursuant thereto

as at close of the month

10,000,000

38,000,000

89,000,000

#### II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	4,604,900,000	N/A	N/A	N/A	
Increase/-(decrease) during the month	54,400,000	N/A	N/A	N/A	
Balance at close of the month	4,659,300,000	N/A	N/A	N/A	

#### III. Details of Movements in Issued Share Capital

Share Options (under Particulars of share	<b>i</b>				No. of new shares of	
option scheme					issuer issued during	
including EGM					the month pursuant	
approval date		Movement dur	ing the month		thereto	
(dd/mm/yyyy) and					_	
class of shares issuable	Granted	Exercised	Concelled	Tanad		
	Granted	Exercised	Cancelled	Lapsed		
Price						
HK\$0.485						
Adopted on						
10 / 06 / 2002						
Ordinary	Nil	Nil	Nil	Nil	Nil	
Shares	1111	1111	111	1111		
(Note 1)						
2. Exercise						
Price						
HK\$0.586						
Adopted on						
(10/06/2002)						
Ordinary	Nil	Nil	Nil	Nil	Nil	
shares						
(Note 1)						
3.Exercise						
Price						
HK\$0.315						
Adopted on						
(10/06/2002)						
Ordinary						
shares	Nil	Nil	Nil	Nil	Nil	
Shares						

Total A. (Ordinary shares)

(Preference shares)

(Other class)

Nil

Nil

Nil

options (State currency)

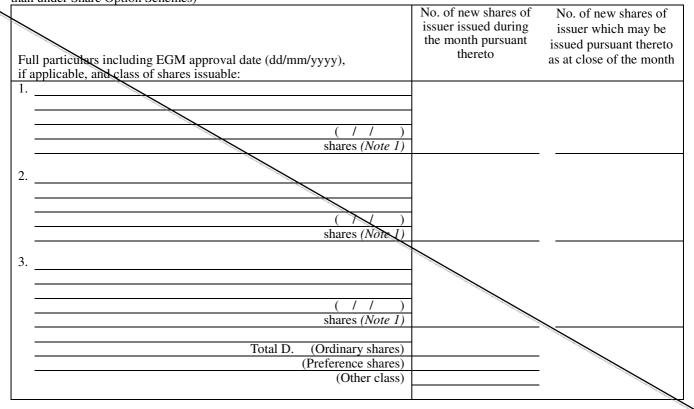
Total funds raised during the month from exercise of

(Note 1)

Description of warrants	nominal	Nominal value at close of	during the	Nominal value at close of the	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
(Date of expiry - dd/mm/yyyy)	value	preceding month	month	month		
1. 192,000,000 warrants	-					
Conferring rights to subscribe	-	16 220 000	1 < 220 000		<b>.</b>	0
192,000,000 warrants shares	HKD	16,320,000	16,320,000	0	54,400,000	0
(27 /01 /2011 )		TT 1. / 1				
Stock code (if listed) Class of shares		Unlisted	-			
issuable (Note 1)		Ordinary Shares				
Subscription price		HK\$0.30				
EGM approval date		ΠΙΚΦ0.50	-			
(if applicable)						
(dd/mm/yyyy)	( / /	)	_			
2.150,000,000 warrants	_					
Conferring rights to subscribe						
150,000,000 warrants shares	HKD	51,750,000	N/A	51,750,000	N/A	150,000,000
( 23/11 / 2011 )						
Stock code (if listed)		Unlisted				
Class of shares			-			
issuable (Note 1)		Ordinary shares	-			
Subscription price		HK\$0.345	-			
EGM approval date						
(if applicable)		``				
(dd/mm/yyyy)	( / /	)				
3.	-					
	-					
( / / )	- <u> </u>					
Stock code (if listed)						
Class of shares			-			
issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)						
	( / /	)				
4.	-					
	-					
( / / )						
			-			
Class of shares						
issuable ( <i>Note 1</i> )			-			
Subscription price EGM approval date			-			
(if applicable)						
(dd/mm/yyyy)	( / /	)				
	, , ,	,				
		Tota	al B. (Ordi	nary shares) 54,4	400,000	
			(Prefer	ence shares)		
			. (	Other class)		

~	~			For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible into	o Shares of the I	ssuer which are to	be Listed)		N f	No. of a sec
Chass and description					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at
	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	thereto	close of the month
1.	-					
	-					
	-					
Stock code (if listed)						
Class of shares issuable (Note 1)	$\backslash$					
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	$(/\lambda)$					
2.	<u> </u>					
		$\backslash$				
	-	$\backslash$				
Stock code (if listed)		<u> </u>				
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price		— \				
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )		$\backslash$			
3.	(,,,)		$\backslash$			
	- -					
	-					
Stock code (if listed)	<u> </u>					
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
4.	(,,,)			$\backslash$		
	-					
	-				$\backslash$	
Stock code (if listed)					$\rightarrow$	
Class of shares					$\backslash$	
issuable ( <i>Note 1</i> ) Subscription price					$\backslash$	
EGM approval date						$\backslash$
(if applicable) (dd/mm/yyyy)	( / / )					$\backslash$
(dd, mm) yyyy)	( , , )		Fotal C. (Ordin	nary shares)		
			(Prefere	ence 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)



No. of new

shares of

issuer issued

during the

month

pursuant thereto No. of new

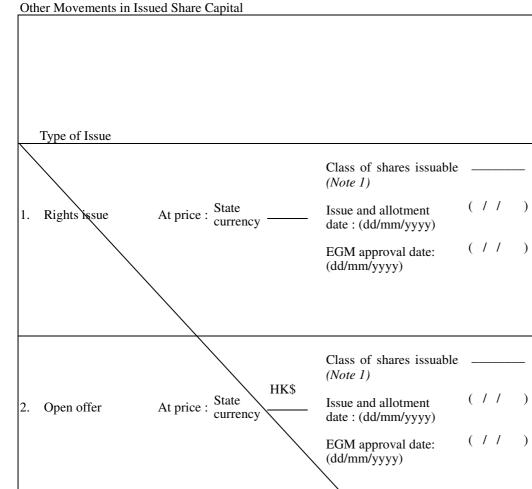
shares of

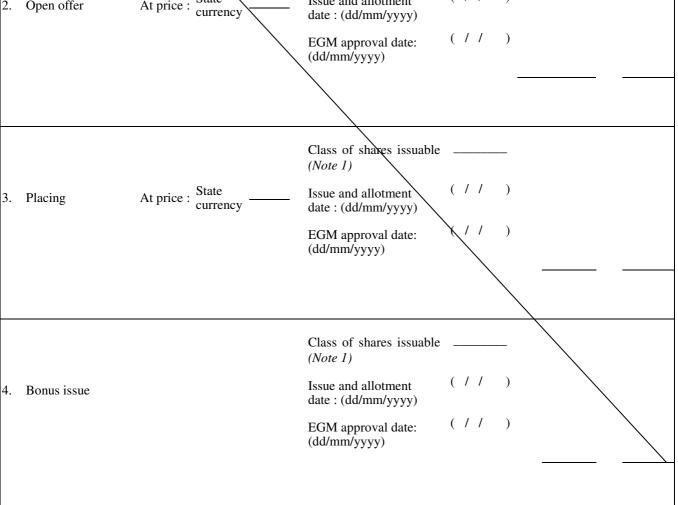
issuer which

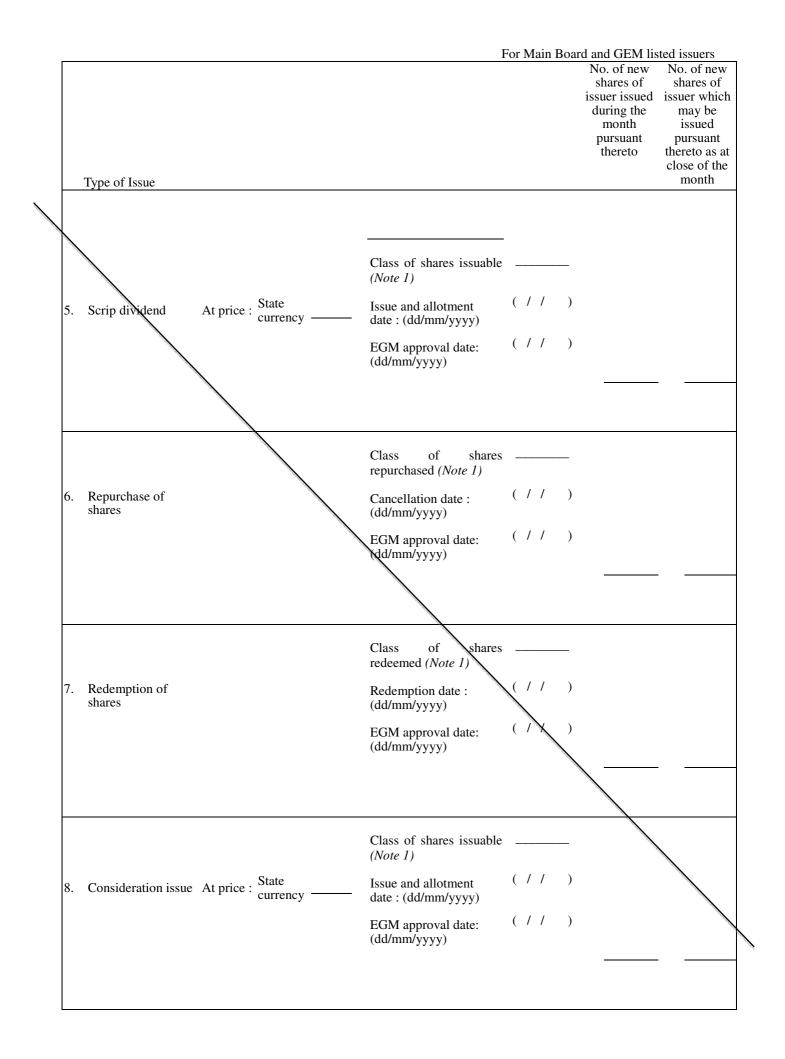
may be

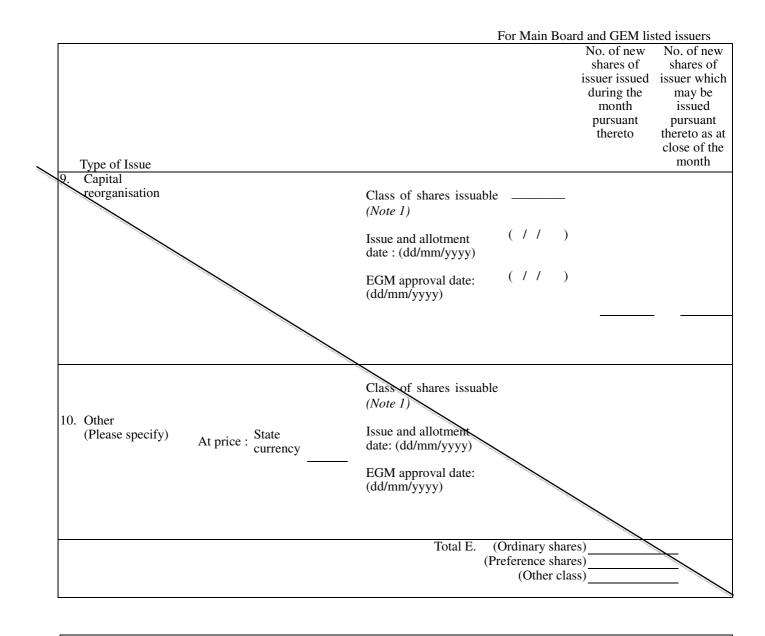
issued pursuant

thereto as at close of the month









Total increase /-(decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	54,400,000
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Iss	ued Sh	are Capital").)

Remarks (if any):
This monthly return includes one continuation sheet regarding share options.

Submitted by: <u>Chan</u>	Sze Man		
	oany Secretary r other duly authorised offic	cer)	

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 option scheme including EGM approval date					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
(dd/mm/yyyy) and <sup>-</sup>		Movement duri	ng the month	- ulereto	as at close of the month	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4. Exercise						
Price						
HK\$0.2262						
Adopted on						
10 / 06 / 2002						
Ordinary	Nil	Nil	Nil	Nil	Nil	91,000,000
Shares	1111	INII	1111	INII	1111	91,000,000
(Note 1)						
5. Exercise Price						
HK\$0.28						
Adopted on						
(10/06/2002)						
Ordinary		N 714			N 714	
shares	Nil	Nil	Nil	Nil	Nil	100,550,000
(Note 1)						
6. N/A						
(Note 1)						
		To	otal A. (Ordin			
			(Prefere	nce shares)		
			(0	Other class)		
Total funds raised dur		from exercise o	of			
options (State currenc	:y)					