

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	28/2/2011

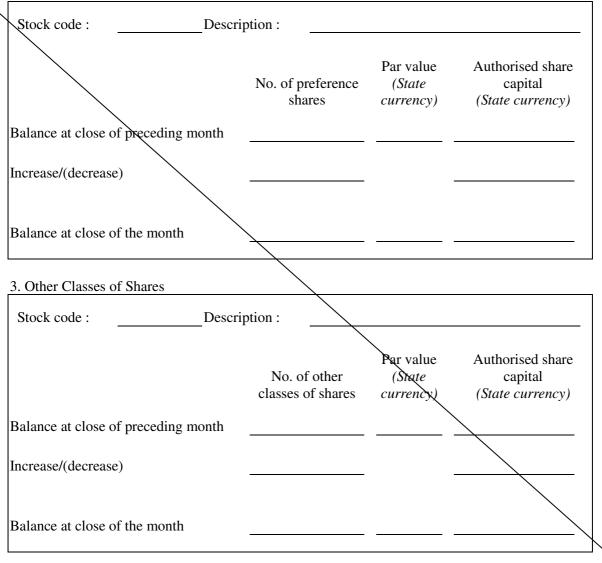
To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Tongda Group Holdings Limited	
Date Submitted	1 March 2011	

I. Movements in Authorised Share Capital

(1) Stock code : <u>698</u> Descri	ption : 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			

2. Preference Shares



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

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	4,659,300,000	N/A	N/A	N/A
Increase / (decrease) during the month	13,000,000	N/A	N/A	N/A
Balance at close of the month	4,672,300,000	N/A	N/A	<u>N/A</u>

III. Details of Movements in Issued Share Capital

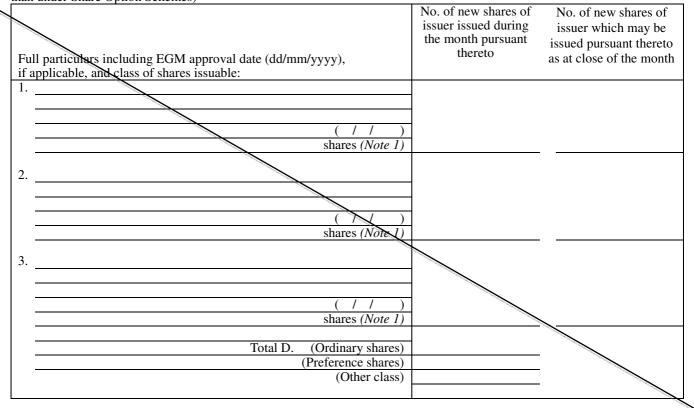
Share Options (under Share Option Schemes of the Issuer)
Darticulars of share

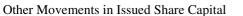
Share Options (under Particulars of share		i benemes of the	(155uci)		No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement dur	ring the month		thereto	as at close of the month
(dd/mm/yyyy) and					-	
class of shares	Control 1	El	C	τ		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Exercise						
Price						
HK\$0.485						
Adopted on						
10 / 06 / 2002						
Ordinary	Nil	Nil	Nil	Nil	Nil	10,000,000
Shares	1111	1111	1111			10,000,000
(Note 1)						
2. Exercise						
Price						
HK\$0.586						
Adopted on						
(10/06/2002)						
Ordinary						
shares	Nil	Nil	Nil	Nil	Nil	38,000,000
(Note 1)						
, , ,						
3.Exercise						
Price						
HK\$0.315						
Adopted on						
(10/06/2002)						
Ordinary	NT'1	0.000.000	NT'1	NT'1	0.000.000	01 000 000
shares	Nil	8,000,000	Nil	Nil	8,000,000	81,000,000
(Note 1)						
		Т	otal A. (Ordi	nary shares)	8,000,000	
			(Prefer	ence shares)	Nil	
			((Other class)	Nil	
Total funds raised du		h from exercise				
options (State curren	ncy)		I	HK\$2,520,000	1	

Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month	during the	Nominal value 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. 150,000,000 warrants	_					
Conferring rights to subscribe						
150,000,000 warrants shares	HKD	N/A	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)	(/ /)	_			
2	-					
		. <u></u>				
Stock code (if listed) Class of shares issuable (Note 1)			-			
			-			
Subscription price			-			
(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.	-					
	-					
(/ /)						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
	, · · ·	,	-			
		Tota		nary shares) <u>Nil</u>		
			(Prefer	ence shares) Nil		
			(Other class) Nil		

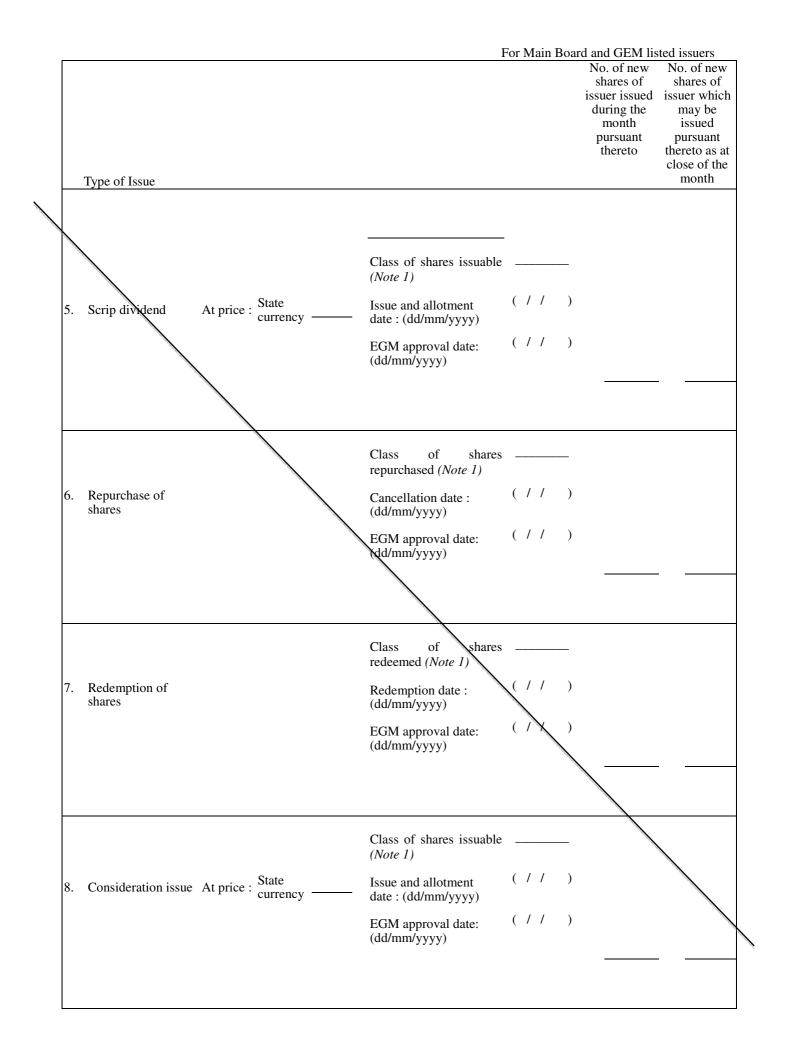
	<u>.</u>			For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible into Class and description	o Shares of the I	ssuer which are to	be Listed)		No. of new	No. of new
	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issuer pursuant thereto as at close of the month
1.	-					
	-					
Stock code (if listed)	<u> </u>					
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)	(/ /)					
4.	-				\backslash	
					$\underline{}$	
Class of shares issuable (<i>Note 1</i>)						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)		(Prefere	nary shares) ence shares) Other class)		

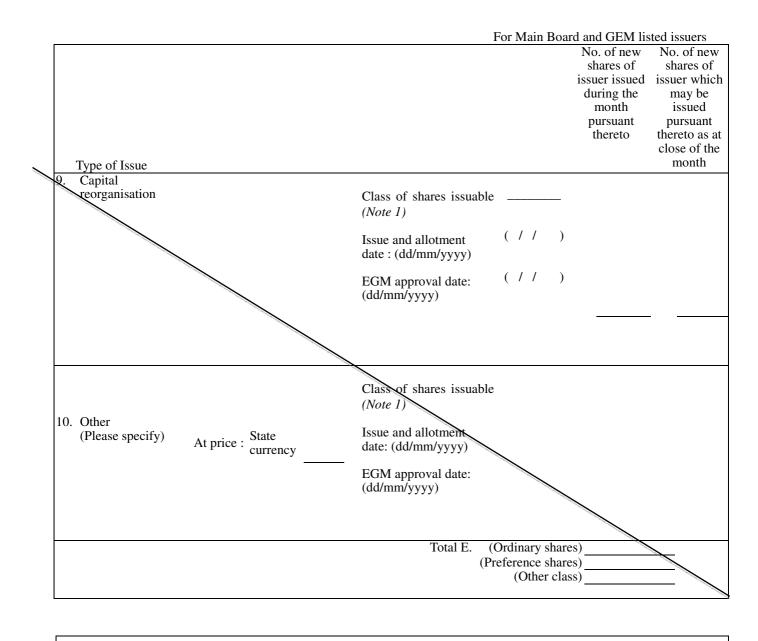
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)





	Type of Issue	ued Share Capital				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
			Class of shares issuable (<i>Note 1</i>)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State currency HK\$	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy))		
						<u> </u>	
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)	\backslash	
			EGM approval date: (dd/mm/yyyy)	(/ /)		





Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	13,000,000
	(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: Chan Sze Man
Company Secretary (Director, Secretary or other duly authorised officer)

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	1 Schemes of the Is	ssuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date	Movement during the month				thereto	as at close of the month
(dd/mm/yyyy) and -			0			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4. Exercise						
Price						
HK\$0.2262						
Adopted on						
10 / 06 / 2002						
Ordinary	N T'1	NT'1	X 7 · 1	× T* 1	NT'1	01.000.000
Shares	Nil	Nil	Nil	Nil	Nil	91,000,000
(Note 2)						
()						
5. Exercise						
Price						
HK\$0.28						
Adopted on						
(10/06/2002)						
Ordinary	Nil	F 000 000	Nil	Nil	5,000,000	95,550,000
shares		5,000,000		,	- , ,))
(Note 2)						
6.						
(Note 2)						
(1000 2)		Tot	al A. (Ordin	ary shares)	5,000,000	
10111				nce shares)		
				Other class)		
T . 1 C 1 . 1 1	•	1.0				
Total funds raised dur		h from exercise of		Z¢1 400 000		
options (State currency)			<u> </u>	K\$1,400,000		