

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

## For the month ended (dd/mm/yyyy) :31/01/2012

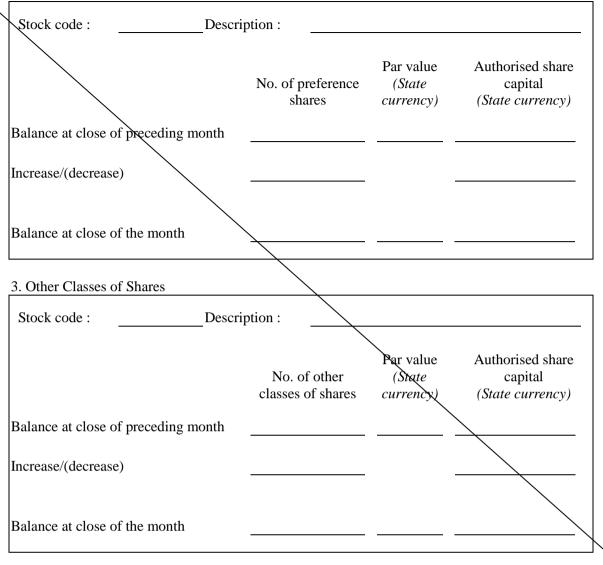
To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Tongda Group Holdings Limited	
Date Submitted	1 February 2012	

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<br/>currency) :HK\$200,000,000

#### 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	4,678,300,000	N/A	N/A	N/A	
Increase/ (decrease) during the month	N/A	N/A	N/A	<u>N/A</u>	
Balance at close of the month	4,678,300,000	N/A	<u>N/A</u>	N/A	

III. Details of Movements in Issued Share Capital

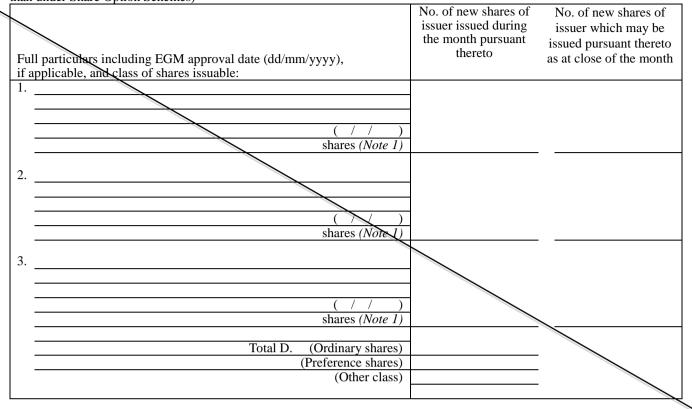
Share Options (under Share Option Schemes of the Issuer)

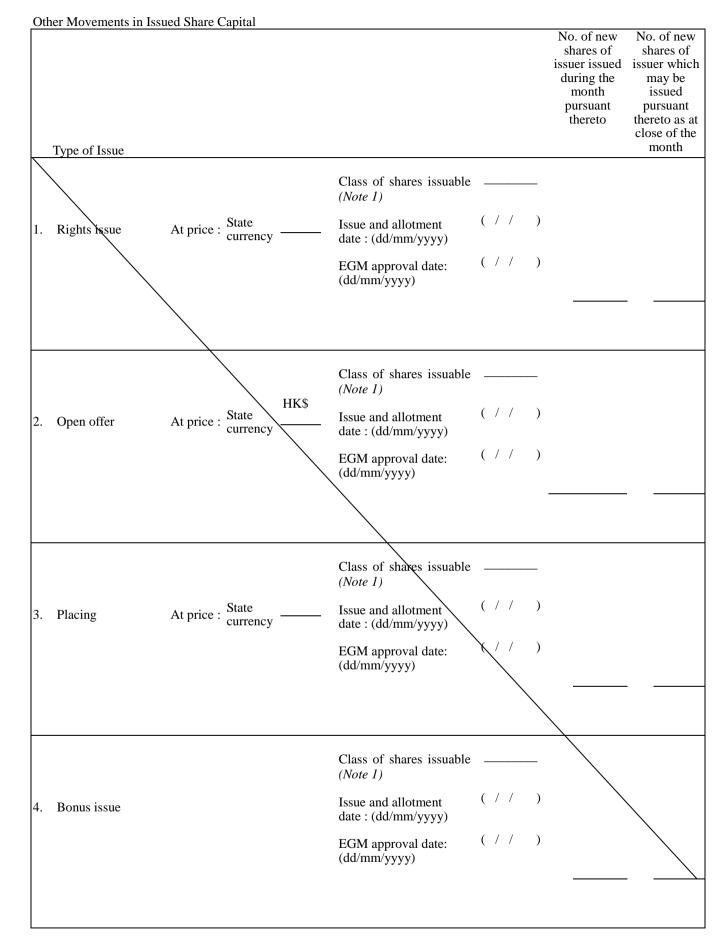
Particulars of share option scheme including EGM approval date		Movement duri	ng the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
(dd/mm/yyyy) and -						
class of shares	~ .		~			
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Exercise						
Price						
HK\$0.485						
Adopted on						
10 / 06 / 2002						
Ordinary	NT'1	NT'1	NT'1	NT'1	NT'1	10,000,000
Shares	Nil	Nil	Nil	Nil	Nil	10,000,000
(Note 1)						
2. Exercise						
Price						
HK\$0.586						
Adopted on						
(10/06/2002)						
Ordinary	Nil	Nil	Nil	Nil	Nil	38,000,000
shares						· · ·
(Note 1)						
3.Exercise						
Price						
HK\$0.315						
Adopted on						
(10/06/2002)						
Ordinary	<b>N 7 · 1</b>	<b>N</b> 711	<b>X</b> 7*1	NT'1	<b>X</b> 7'1	01 000 000
shares	Nil	Nil	Nil	Nil	Nil	81,000,000
(Note 1)						
(		To	otal A. (Ordin	ary shares)	Nil	
				nce shares)	Nil	
				Other class)	Nil	
Total funds raised du		n from exercise o				
options (State currenc	:y)			Nil		

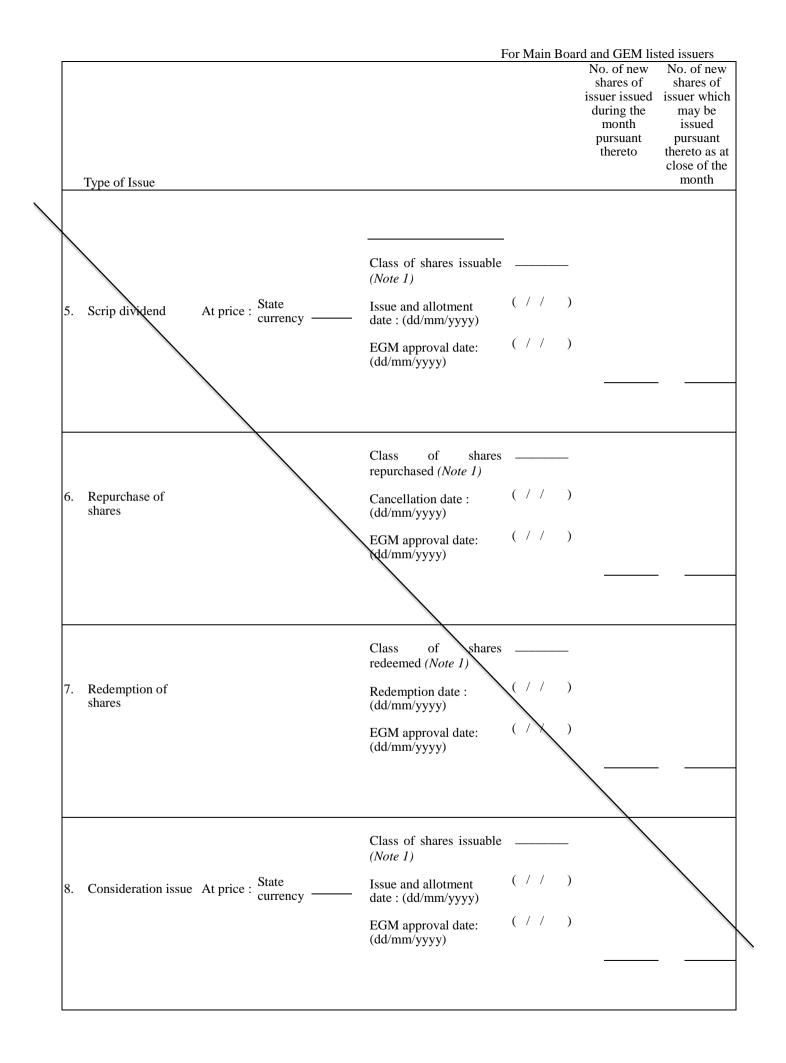
Warmanta to Jacua Sharaa of the Jac	war which are t	o ho Listad		For Main Board	and GEM liste	d issuers
Warrants to Issue Shares of the Iss Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. 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.						
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)	( / /	)				$\backslash$
		Total	(Prefere	nary shares) <u>Nil</u> ence shares) <u>Nil</u> Other class) <u>Nil</u>		-

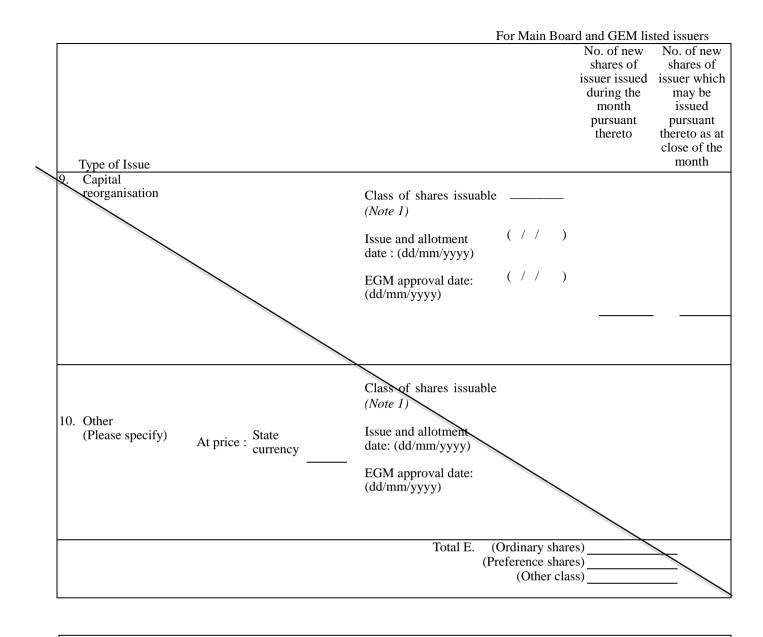
	C1 6.1 T			For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible into		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issuer pursuant thereto as at close of the month
1.	8_					
Stock code (if listed)						
Class of shares	\ \					
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date	$\rightarrow$					
(if applicable)						
(dd/mm/yyyy))	<u>    (   /    /                        </u>					
2.	$\backslash$					
	,	$\backslash$				
		$\backslash$				
Stock code (if listed)		<u> </u>			,	
Class of shares		\				
issuable ( <i>Note 1</i> ) Subscription price		\				
EGM approval date		— \				
(if applicable)		$\backslash$	<b>\</b>			
(dd/mm/yyyy)	( / / )		$\backslash$			
3.						
Stock code (if listed)						
Class of shares				$\backslash$		
issuable ( <i>Note 1</i> ) Subscription price				$\backslash$		
EGM approval date				$\backslash$		
(if applicable)				$\backslash$		
	( / / )			$\backslash$		
4.				$\backslash$	$\mathbf{X}$	
					$\backslash$	
					$\backslash$	
Class of shares					$\backslash$	
~					$\backslash$	
EGM approval date					·	$\backslash$
(if applicable)						$\backslash$
(dd/mm/yyyy)	( / / )					$\backslash$
		, , , , , , , , , , , , , , , , , , ,	Fotol C (Omlin	nory chorac)		\ \
(dd/iiiii/yyyy)			Fotal C. (Ordir Prefere)	nary shares) ence shares)		. \

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









Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(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	Schemes of the	Issuer)			
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 duri	ng 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	NT:1	NT:1	NT:1	NT:1	NT'1	07 000 000
Shares	Nil	Nil	Nil	Nil	Nil	85,000,000
(Note 1)						
5. Exercise						
Price						
HK\$0.28						
Adopted on						
(10/06/2002)						
Ordinary	Nil	Nil	Nil	Nil	Nil	95,550,000
shares				<u> </u>		
(Note 1)						
~						
6.						
(Note 1)						
		Te	otal A. (Ordin	ary shares)		
				nce shares)		
				Other class)		
Total funds raised du	ring the month	n from exercise o	-			
options (State currend		i nom exercise o	1			
Sprions (Suite Current	- 5 /					