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TONGDA GROUP HOLDINGS LIMITED

通達集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 698)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Directors intend to put forward to the Shareholders a proposal to amend the Articles in order to bring the constitution of the Company in line with current amendments made to the Listing Rules that came into effect on 1 January 2012 and 1 April 2012.

The amendments to the Articles are subject to approval of the Shareholders by way of passing special resolution to be proposed at the AGM.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the constitutional documents or equivalent constitutional documents of listed issuers. Some of the amendments to the GEM Listing Rules came into effect on 1 January 2012 and some came into effect on 1 April 2012. Accordingly, the directors (the “**Directors**”) of Tongda Group Holdings Limited (the “**Company**”) propose to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution for the amendments to the existing articles of association (the “**Articles**”) of the Company at the annual general meeting of the Company (the “**AGM**”), so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

The major proposed amendments include the following:

- to require a physical board meeting in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
- to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting; and
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll.

A circular containing further information in respect of the proposed amendments to the Articles and a notice of AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
Tongda Group Holdings Limited
WANG YA NAN
Chairman

Hong Kong, 13 April 2012

As at the date of this announcement, the executive Directors of the Company includes Messrs Wang Ya Nan, Wang Ya Hua, Wong Ah Yu, Wong Ah Yeung, Choi Wai Sang, Wang Ming Che, and independent non-executive Directors Dr. Yu Sun Say JP, Mr. Ting Leung Huel Stephen and Mr. Cheung Wah Fung, Chirstopher, JP.