

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TONGDA GROUP HOLDINGS LIMITED

通達集團控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 698)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 1 JUNE 2012

The Board is pleased to announce that at the AGM, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “Circular”) of Tongda Group Holdings Limited (the “Company”) and the notice (the “Notice”) of the annual general meeting dated 24 April 2012. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on 1 June 2012, all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM date, the total number of issued Shares in the Company was 4,683,300,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 2,959,490,000 Shares were held by the Shareholders who have attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of each of the resolutions were as follow:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31st December, 2011.	2,959,490,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Wang Ya Hua as an executive director of the Company;	2,950,840,000 (99.7077%)	8,650,000 (0.2923%)
	(b) To re-elect Mr. Cheung Wah Fung, Christopher as an independent non-executive director of the Company;	2,959,490,000 (100%)	0 (0%)
	(c) To re-elect Dr. Yu Sun Say as an independent non-executive director of the Company;	2,959,490,000 (100%)	0 (0%)
	(d) To authorise the Board of Directors to determine the remuneration of the Directors.	2,874,970,000 (97.1684%)	83,780,000 (2.8316%)
3.	To re-appoint the Company's auditors and to authorise the board of directors to determine their remuneration.	2,959,490,000 (100%)	0 (0%)
4.	To declare and approve a final dividend of HK1 cent per Share for the year ended 31st December, 2011.	2,959,490,000 (100%)	0 (0%)
5.	(A) To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued share capital of the Company.	2,696,020,000 (91.0975%)	263,470,000 (8.9025%)
	(B) To grant an unconditional mandate to the directors to repurchase the shares of the Company not exceeding 10% of the issued share capital of the Company.	2,958,750,000 (100%)	0 (0%)
	(C) To extend the mandate granted under resolution No. 5(A) by including the number of shares repurchased by the Company pursuant to resolution No. 5(B).	2,695,380,000 (91.0758%)	264,110,000 (8.9242%)
SPECIAL RESOLUTION			
6.	To consider and approve the resolution of amending the respective provisions of the Articles of Association.	2,959,490,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 1 June 2012

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