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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)

GENERAL DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

On 20 February 2014, the Company as borrower; the Guarantors as guarantors; The Bank of Tokyo Mitsubishi UFJ, Ltd. as lender entered into the Agreement pursuant to which certain specific performance obligations are imposed.

A breach of such specific performance obligations will constitute an event of default under the Agreement and cancel all or any part of the commitments under the Agreement and all amounts outstanding under the Agreement will immediately become due and payable.

This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 20 February 2014, Tongda Group Holdings Limited (the “**Company**”) as borrower; Tong Da General Holdings (H.K.) Limited, Ever Target Limited, Tongda Group International Limited, Tongda (Shenzhen) Company Limited, Tongda Overseas Macao Commercial Offshore Limited, Tongda (Xiamen) Company Limited, Tongda General (HK) Limited, Tongda Optical Fiber Technology Limited and Tongda (Shanghai) Company Limited (collectively, the “**Guarantors**”) as guarantors; The Bank of Tokyo Mitsubishi UFJ, Ltd. as lender entered into a term loan facility agreement (the “**Agreement**”) of up to a principal amount of HK\$100,000,000 for a term of three years commencing from the date of the last Advance made under the Agreement.

Under the Agreement, specific performance obligations are imposed as follows:

- (i) Mr. Wang Ya Nan (“**Mr. Wang**”), Mr. Wang Ya Hua, Mr. Wong Ah Yu and Mr. Wong Ah Yeung (collectively, the “**Majority Shareholders**”) shall collectively remain the single largest shareholder and maintain at least unencumbered 40% of the issued share capital of the Company; and
- (ii) Mr. Wang shall remain Chairman of the Company and the Majority Shareholders shall remain actively involved in the board, management and business of the Company.

A breach of the above specific performance obligations will constitute an event of default under the Agreement and cancel all or any part of the commitments under the Agreement and all amounts outstanding under the Agreement will immediately become due and payable.

As at the date hereof, the Majority Shareholders (indirectly through Landmark Worldwide Holdings Limited and E-Growth Resources Limited) beneficially own approximately 56.39% of the issued share capital of the Company and Mr. Wang (directly on his own and indirectly through Landmark Worldwide Holdings Limited and E-Growth Resources Limited) beneficially owns approximately 52.60% of the issued share capital of the Company.

This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Listing Rules. In accordance with the requirements thereunder, disclosure will be included in the subsequent interim and annual reports of the Company for so long as the said specific performance obligations continue to exist.

By order of the Board
Tongda Group Holdings Limited
Wang Ya Nan
Chairman

Hong Kong, 24 February 2014

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