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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 7 November 2014, the Company as borrower; the Guarantors as guarantors; HSBC as coordinator and agent; and various financial institutions listed in the Agreement as lenders 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 7 November 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 (Xiamen) Company Limited, Tongda General (HK) Limited, Tongda Optical Fiber Technology Limited and Tongda (Shanghai) Company Limited (collectively, the “**Guarantors**”) as guarantors; The Hong Kong and Shanghai Banking Corporation Limited (the “**HSBC**”) as coordinator and agent; and various financial institutions listed in schedule 1 to the Agreement as lenders entered into a term loan facility agreement (the “**Agreement**”) of up to a principal amount of HK\$350,000,000 for a term of three years commencing from the date of signing of 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**”) collectively do not or cease to own, directly or indirectly, at least 40% of the legal and beneficial interest in the Company, carrying at least 40% of the voting right of the Company, free from any security;
- (ii) Landmark Worldwide Holdings Limited (“**Landmark Worldwide**”) is not or ceases to be the single largest shareholder of the Company;
- (iii) the Majority Shareholders collectively do not or cease to own, directly or indirectly, 100% of the legal and beneficial interest in Landmark Worldwide, carrying 100% of the voting right of Landmark Worldwide, free from any security;
- (iv) Mr. Wang is not or ceases to be the chairman of the Company; and
- (v) any one or more of the Majority Shareholders do not or cease to actively involve in the board of directors of the Company (the “**Board**”), management and business of the Company and its subsidiaries from time to time.

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 and E-Growth Resources Limited) beneficially own approximately 50.10% of the issued share capital of the Company and Mr. Wang, (directly on his own and indirectly through Landmark Worldwide and E-Growth Resources Limited) beneficially owns approximately 46.73% of the issued share capital of the Company.

This announcement is made in compliance with the disclosure requirement 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, 7 November 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, GBM, GBS, SBS, JP, Mr. Cheung Wah Fung, Christopher, SBS, JP and Mr. Ting Leung Huel Stephen.