

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tongda Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**NOTICE OF ANNUAL GENERAL MEETING;
PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
ALLOT AND ISSUE NEW SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
AND CLOSURE OF REGISTER OF MEMBERS**

A notice convening an annual general meeting of Tongda Group Holdings Limited (the "Company") to be held at the Dynasty II of Dynasty Club, at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 3rd June, 2015 at 11:00 a.m. is set out on pages 3 to 7 of this circular which was despatched to shareholders of the Company on 17th April, 2015.

Whether or not you are able to attend the meeting, you are advised to read the notice and to complete and return the enclosed proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the annual general meeting to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending and voting at the annual general meeting should you so wish.

17th April, 2015

CONTENTS

	<i>Pages</i>
Definitions	1
Notice of Annual General Meeting	3
Letter from the Board	
Introduction	8
Explanatory statement on repurchase mandate	9
Listing Rules relating to the repurchase of Shares	9
General mandates to be granted to Directors to make on-market repurchases of Shares and to allot and issue new Shares	10
Reasons for Share repurchases	11
Share capital	11
Funding of repurchases	11
Share prices	12
Disclosure of interests	12
Share purchases made by the Company	14
Actions to be taken	14
Re-election of Directors	14
Reasons for proposed re-election of the independent non-executive Director serving more than nine years	17
Annual General Meeting	17
Closure of register of members	18
Recommendation	18
Responsibility statement	19
Documents available for inspection	19

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be convened and held on Wednesday, 3rd June, 2015 at 11:00 a.m. at the Dynasty II of Dynasty Club at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong, the notice of which is set out on pages 3 to 7 of this circular
“Articles”	the articles of association of the Company adopted pursuant to the written resolutions passed by all shareholders of the Company on 7th December, 2000 and as amended from time to time
“associate(s)”	has the meaning ascribed to this term in the Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Tongda Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to this term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13th April, 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general unconditional repurchase mandate proposed to be granted to the Directors to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company at the previous annual general meeting of the Company held on 25th June, 2013
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the same meaning ascribed to this term in the Companies Ordinance
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of Tongda Group Holdings Limited (the “Company”) will be held at the Dynasty II of Dynasty Club, at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 3rd June, 2015 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31st December, 2014;
2.
 - (a) To re-elect Mr. Wang Ya Hua as executive Director;
 - (b) To re-elect Mr. Cheung Wah Fung, Christopher as independent non-executive Director;
 - (c) To re-elect Dr. Yu Sun Say as independent non-executive Director;
 - (d) To authorise the board of Directors (the “Board”) to determine the Directors’ remuneration;
3. To re-appoint the Company’s auditors and to authorise the Board to determine their remuneration;
4. To declare and approve a final dividend of HK2.0 cents per Share for the year ended 31st December, 2014;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued share(s) of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not be the aggregate of (i) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue on the date of passing this resolution and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of this resolution) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares of the Company to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the

NOTICE OF ANNUAL GENERAL MEETING

aggregate nominal value of the share capital of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
- (C) “**THAT** conditional upon resolutions no. 5(A) and 5(B) as set out in the notice convening this meeting being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution No. 5(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this resolution.”

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

Hong Kong, 17th April, 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the annual general meeting by the above notice is entitled to appoint one or more proxy to attend and subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting.
3. The Board has recommended a final dividend of HK\$109,383,000 for the year ended 31st December, 2014, representing HK2.0 cents per Share and, if such dividend is declared by the members passing resolution no. 4, it is expected to be paid on or about 19th June, 2015 to those shareholders whose names appear on the Company's register of members as at the close of business on 10th June, 2015.
4. The register of members of the Company will be closed from 11th June, 2015 to 15th June, 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for receiving the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 10th June, 2015.
5. An explanatory statement regarding resolution Nos. 5(A), 5(B) and 5(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in the following sections of this circular.
6. Under the Company's articles of association, Messrs Wang Ya Hua, Cheung Wah Fung, Christopher and Yu Sun Say will retire from their office of Directors upon conclusion of the annual general meeting. The said Directors being eligible offer themselves for re-election.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.tongda.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.



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)

Executive Directors:

Mr. Wang Ya Nan (*Chairman*)
Mr. Wang Ya Hua (*Vice Chairman*)
Mr. Wong Ah Yu
Mr. Wong Ah Yeung
Mr. Choi Wai Sang
Mr. Wang Ming Che

Independent non-executive Directors:

Mr. Ting Leung Huel Stephen
Mr. Cheung Wah Fung, Christopher, *SBS, JP*
Dr. Yu Sun Say, *GBM, GBS, SBS, JP*

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 1201-03,
12th Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

17th April, 2015

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING;
PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
ALLOT AND ISSUE NEW SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
AND CLOSURE OF REGISTER OF MEMBERS**

INTRODUCTION

The purpose of this circular is to give you information regarding the ordinary resolutions to repurchase Shares, to allot and issue new Shares, the re-election of Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

Three respective ordinary resolutions will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company (i) to make repurchases on the Stock Exchange of the Company's fully paid up Shares representing up to a maximum of 10% of the existing issued share capital of the Company (ii) to allot and issue new Shares up to 20% of the issued share capital of the Company, and (iii) to increase the number of Shares which the Directors may issue under the general mandate by the number of Shares repurchased under the repurchase mandate. An ordinary resolution will also be proposed at the Annual General Meeting to re-elect the retired Directors.

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is prepared for such purpose.

EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the proposed grant of the repurchase mandate is set out below:

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its memorandum of association and Articles, the Companies Ordinance and the Companies Law to repurchase its own Shares.

(a) Shareholders' approval

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

(b) Source of funds

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Ordinance and the Companies Law. Any repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Ordinance, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or out of the share premium account of the Company, if authorised by the Articles and subject to the Companies Ordinance.

LETTER FROM THE BOARD

(c) Maximum number of shares to be purchased and subsequent issues

A maximum of 10% of fully-paid issued share capital of the Company at the date of passing the relevant resolution at the Annual General Meeting may be repurchased by the Company on the Stock Exchange.

GENERAL MANDATES TO BE GRANTED TO DIRECTORS TO MAKE ON-MARKET REPURCHASES OF SHARES AND TO ALLOT AND ISSUE NEW SHARES

At the 2013 annual general meeting of the Company held on 6th June, 2014, the Directors were granted a general mandate to allot, issue and deal with Shares in the capital of the Company and a general mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the forthcoming Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the general mandate and the repurchase mandate as provided under resolutions 5(A) to 5(C) in the notice of the Annual General Meeting.

Ordinary resolution 5(A) contained in the notice of the Annual General Meeting relates to the granting of a general mandate to the Directors to allot and issue new Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of the ordinary resolution 5(A). In addition, subject to the approval by the Shareholders of the ordinary resolution 5(C) contained in the notice of the Annual General Meeting, the number of Shares purchased by the Company under the repurchase mandate will also be added to the 20% general mandate as mentioned above. The Directors have no immediate plan to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme.

Ordinary resolution 5(B) contained in the notice of the Annual General Meeting relates to the granting of a buy back mandate to the Directors to repurchase, on the Stock Exchange, Shares of the Company up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (c) of ordinary resolution 5(B).

Ordinary resolution 5(C) contained in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to allot and issue new Shares during the relevant period by adding to it the aggregate nominal amount of Shares (if any) purchased under the repurchase mandate. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of ordinary resolution 5(A).

LETTER FROM THE BOARD

REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the repurchase mandate would be in the best interests of the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage interest in the Shares of the Company would increase in proportion to the number of Shares repurchased by the Company. The Directors will only make such repurchases in circumstances where they consider to be beneficial to the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,469,150,000 Shares.

Subject to the passing of ordinary resolution 5(B), the Company would be allowed under the repurchase mandate to repurchase a maximum of 546,915,000 Shares, i.e. 10% of the total issued Shares as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

Subject to the passing of ordinary resolution 5(A), the Company would be allowed under the mandate to issue a maximum of 1,093,830,000 Shares, i.e. 20% of the total issued Shares as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the repurchase mandate in these circumstances would be financed from the Company's internal resources or working capital facilities.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, Articles and the applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, there may be a material adverse impact on the working capital or gearing position of the Company in the event that the repurchase mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such extent that would have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE BOARD

SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous 12 calendar months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.180	0.870
May	1.140	0.770
June	1.110	0.970
July	1.240	1.020
August	1.210	1.030
September	1.150	0.950
October	1.090	0.980
November	1.090	1.000
December	1.020	0.770
2015		
January	1.080	0.880
February	1.110	1.000
March	1.260	1.070
April (up to and including the Latest Practicable Date)	1.330	1.160

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the repurchase mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

LETTER FROM THE BOARD

As at the Latest Practicable Date, and on the date assuming that the repurchase mandate had been exercised in full, to the best of the knowledge and belief of the Directors, the Shareholders were interested in 5% or more of the issued share capital of the Company according to the register of interests required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Name	<i>Note</i>	Number of Shares	Current percentage of total number of Shares	Percentage of total number of Shares (assuming the repurchase mandate is exercised in full)
Landmark Worldwide Holdings Limited	1	2,000,490,000	36.58%	40.64%
E-Growth Resources Limited	2	296,000,000	5.41%	6.01%

Note:

1. The entire issued share capital of Landmark Worldwide Holdings Limited is held and beneficially owned as to 25% by each of Messrs Wang Ya Nan, Wang Ya Hua, Wong Ah Yu and Wong Ah Yeung.
2. The entire issued share capital of E-Growth Resources Limited is held and beneficially owned as to 100% by Mr. Wang Ya Nan.

On the basis of the current shareholding held by Landmark Worldwide Holdings Limited and E-Growth Resources Limited, if the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged up to the date of the forthcoming Annual General Meeting), such increase in percentage of its shareholdings will give rise to an obligation for Landmark Worldwide Holdings Limited and E-Growth Resources Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that Landmark Worldwide Holdings Limited and E-Growth Resources Limited would become obligated to make a mandatory offer under the Takeovers Code.

Save as disclose above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the repurchase mandate.

The Directors do not propose or intend to repurchase shares which could result in mandatory offer under the Takeovers Code and less than the prescribed minimum percentage of Shares held in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the issued share capital of the Company are held in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or that there are insufficient Shares held in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

LETTER FROM THE BOARD

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their respective associates, presently intends to sell Shares to the Company in the event that the repurchase mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the repurchase mandate is approved by the Shareholders.

SHARE PURCHASES MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

ACTIONS TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

At the Annual General Meeting, Messrs Wang Ya Hua, Cheung Wah Fung, Christopher and Yu Sun Say will retire from office by rotation in accordance with article 108(A) of the Articles and will offer themselves for re-election to serve for another term. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Wang Ya Hua ("Mr. Wang"), aged 59, is the Vice Chairman and the General Manager of the Group. He is responsible for the overall management of the Group with special focus on product development, preparation and monitoring of annual production plans and operating budget. He is also required to give direction of the day-to-day operations to the operation unit located at Xiamen, Fujan Province. He joined the Group in December 1988 and has over 20 years of experience in the electronics and electrical industry. He is a brother of Messrs Wong Ah Yeung, Wong Ah Yu and Wang Ya Nan, all are the Directors of the Company.

Mr. Wang is one of the founder of the Group and is the major Shareholder of the Group, through the shareholding interest in Landmark Worldwide Holdings Limited, the ultimate holding company of the Company. As at the Latest Practicable Date, Mr. Wang and Landmark Worldwide Holdings Limited has directly and indirectly held 2,056,210,000 Shares, representing about 37.60% of the Company's issued share capital and is also directly interested in 35,500,000 Shares to be allotted and issued upon the exercise of the share options grant to Mr. Wang under the Share Option Scheme within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. Wang has a service contract with the Company for a fixed term of three years commencing from 1 December 2000, and will be automatically renewed for the following successive year unless terminated by not less than three month's notice in writing. The director's emolument has been specified in his service contract and is subsequently revised to HK\$990,000 per annum in year 2005. The basis of determining Mr. Wang said emolument is by reference to the market benchmark of emoluments and his performance with the Company.

Save as disclosed above, Mr. Wang (i) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, (ii) does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; and (iii) does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

In relation to the re-election of Mr. Wang as an executive Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) and in particular, Rule 13.51(2)(h) to (v), of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Cheung Wah Fung, Christopher ("**Mr. Cheung**"), *SBS, JP*, aged 63 is an independent non-executive Director of the Company and joined the Company in September 2004. Mr. Cheung is currently the member of Legislative Council (Functional Constituency-Financial Services) of the Hong Kong Special Administrative Region and the chairman of Christfund Securities group of companies. He serves as a member of the National Committee of the Chinese People's Political Consultative Conference, honorary president of the Hong Kong Securities Professionals Association, elected director of the Hong Kong Chinese General Chamber of Commerce, council member of the Chinese Overseas Friendship Association, deputy secretary of the Friends of Hong Kong Association, member of the Standing Committee of the Federation of Commerce and Industry of Guangdong Province, Honorary President of Hong Kong Federation of Fujian Associations.

As at the Latest Practicable Date, Mr. Cheung has directly interested in 5,950,000 Shares, representing about 0.11% of the Company's issued share capital and is also directly interested in 3,000,000 Shares to be allotted and issued upon the exercise of the share options grant to Mr. Cheung under the Share Option Scheme within the meaning of Part XV of the SFO.

Mr. Cheung does not have a fixed term of office with the Company. The Director's emolument specified in his service contract is HK\$200,000 per annum. The basis of determining Mr. Cheung said emolument is by reference to the market benchmark of emoluments and his performance with the Company.

Save as disclosed above, Mr. Cheung (i) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, (ii) does not have any interest in the Shares of the

LETTER FROM THE BOARD

Company within the meaning of Part XV of the SFO and (iii) has no other position held by him with the Company and its subsidiaries and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

In relation to the re-election of Mr. Cheung as an independent non-executive Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) and in particular, Rule 13.51(2)(h) to (v), of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

Dr. Yu Sun Say (“Dr. Yu”), *GBM, GBS, SBS, JP*, aged 76, joined the Company as an independent non-executive Director in October 2007. Dr. Yu is the Chairman of the H.K.I. Group of Companies and a director of a number of manufacturing and investment companies. He is an independent non-executive director of Wong’s International Holdings Limited and Beijing Enterprises Holdings Limited. He had served as member of Standing Committee of the Chinese People’s Political Consultative Conference, member of the Preparatory Committee for the Hong Kong Special Administrative Region and Hong Kong Affairs Adviser. He is currently the Permanent Honorary President & Honorary Standing Committee Member of the Chinese General Chamber of Commerce and Permanent Honorary President of the Chinese Manufacturers’ Association of Hong Kong.

As at the Latest Practicable Date, Dr. Yu has directly interested in 2,300,000 Shares, representing about 0.04% of the Company’s issued share capital and is also directly interested in 2,700,000 Shares to be allotted and issued upon the exercise of the share options grant to Dr. Yu under the Share Option Scheme within the meaning of Part XV of the SFO.

Dr. Yu does not have a fixed term of office with the Company. The Director’s emolument specified in his service contract is HK\$200,000 per annum. The basis of determining Dr. Yu said emolument is by reference to the market benchmark of emoluments and his performance with the Company.

Save as disclosed above, Dr. Yu (i) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, (ii) does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO and (iii) has no other positions held by him with the Company and its subsidiaries and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

In relation to the re-election of Dr. Yu as an independent non-executive Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) and in particular, Rule 13.51(2)(h) to (v), of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company.

LETTER FROM THE BOARD

REASONS FOR PROPOSED RE-ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS

Mr. Cheung Wah Fung, Christopher has served as an independent non-executive Director for more than nine years. The Board considered that he has been independent since his appointment as an independent non-executive Director according to the requirements as set out in Rule 3.13 of the Listing Rules; and he has no interest or transaction in the business of the Company, or any of its subsidiaries or holding company. Save as serving as an independent non-executive Director, he has not taken any other positions in the Company, or any of its subsidiaries or holding company. Therefore, the Board considered that he is still independent and recommended the Shareholders to re-elect him as independent non-executive Director.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting which will be held at Dynasty II of Dynasty Club, at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 3rd June, 2015 at 11:00 a.m. is set out on pages 3 to 7 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete this form of proxy and return it to the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon no later than 48 hours before the time of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting. The Board confirms that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

The resolution proposed to be approved at the Annual General Meeting will be taken by poll and an announcement on the outcome of the Annual General Meeting will be made by the Company following the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 11th June, 2015 to 15th June, 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for receiving the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 10th June, 2015.

RECOMMENDATION

The Directors have presently no intention to issue new Shares for the Company. The Directors believe that an exercise of the general mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The repurchase mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the repurchase mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31st December, 2014, being the date of its latest audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors believe that the general mandate to issue Shares and the repurchase mandate are beneficial to the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of ordinary resolutions 5(A), 5(B) and 5(C) to be proposed at the Annual General Meeting.

The ordinary resolution in relation to the re-election of Directors is proposed for the purpose of complying with the Articles and a change in the Listing Rules respectively. Accordingly, the Directors recommend Shareholders to vote in favor of the above ordinary resolution.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the memorandum of association of the Company and the Articles will be available for inspection at the head office and principal place of business in Hong Kong of the Company at Room 1201-03, 12/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong during normal business hours on any business day from the date hereof up to and including the date of the Annual General Meeting.

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