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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)

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

References are made to the announcements (the “**Announcements**”) of Tongda Group Holdings Limited (the “**Company**”) dated 17 April 2015 and 28 April 2015 in relation to, among other matters, the proposed Acquisition of the entire issued share capital of Grand Prosper Investments Limited. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Announcements.

The Company announces that an independent board committee (the “**IBC**”) has been established to advise the Independent Shareholders in respect of the Acquisition Agreement and the transactions contemplated thereunder for the purposes of Chapter 14A of the Listing Rules. Its members comprise all the independent non-executive Directors, namely Dr. Yu Sun Say, J.P., Mr. Cheung Wah Fung, Christopher, J.P. and Mr. Ting Leung Huel Stephen.

INCU Corporate Finance Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong), has been appointed as the independent financial adviser to advise the IBC and the Independent Shareholders regarding the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares.

A letter from the IBC to the Independent Shareholders about the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares will be included in the circular to be despatched to the Shareholders together with a notice to convene the EGM for the Independent Shareholders to approve the Acquisition Agreement and the transactions contemplated thereunder.

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

Hong Kong, 5 May 2015

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