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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)

ADJUSTMENT TO CONVERSION PRICE OF THE HK\$880,000,000 1.0 PER CENT. CONVERTIBLE BONDS DUE 2018

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$1.88 per Share to HK\$1.85 per Share with effect from 9 September 2015 as a result of the declaration of the interim dividend of HK1.6 cents per Share for the six months ended 30 June 2015 by the Board on 18 August 2015.

This overseas regulatory announcement is issued by Tongda Group Holdings Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated 15 June 2015 in relation to the issue of the HK\$880,000,000 1% Convertible Bonds due 2018 (the “**CB Announcement**”) and the announcement of the Company dated 18 August 2015 in relation to the interim results of the Company for the six months ended 30 June 2015. The Bonds are listed on the Singapore Exchange Securities Trading Limited. Capitalised terms used in this announcement have the same meanings as defined in the CB Announcement unless the context otherwise requires.

Notice is given that, pursuant to provisions of the adjustments to the Conversion Price as stated in the terms and conditions of the Bonds (the “**Conditions**”), the Conversion Price, currently HK\$1.88 per Share, will be adjusted to HK\$1.85 per Share (the “**Adjustment**”) as a result of the declaration of the interim dividend of HK1.6 cents per Share for the six months ended 30 June 2015 by the Board on 18 August 2015.

All other terms of the Bonds remain unchanged. The Adjustment will become effective from 9 September 2015, being the day immediately after the record date for the determination of the above interim dividend entitlement. The Adjustment has been computed in accordance with Condition 6(C)(3) of the Conditions.

As at the date of this announcement, the total outstanding principal amount of the Bonds is HK\$880,000,000. The Bonds entitle the holders of the Bonds to convert into 468,085,106 New Shares before the Adjustment and 475,675,675 Shares after the Adjustment.

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

Hong Kong, 8 September 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.