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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)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement (the “**First Announcement**”) of Tongda Group Holdings Limited (the “**Company**”) dated 15 June 2015 in relation to, among other matters, the proposed issue of HK\$880,000,000 1.0% convertible bonds due 2018 (the “**Convertible Bonds**”), the announcement (the “**Second Announcement**”) of the Company dated 2 July 2015 in relation to the completion of the issue of the Convertible Bonds, the announcement (the “**Third Announcement**”) of the Company dated 8 September 2015 in relation to the adjustment to Conversion Price of the Convertible Bonds and the monthly returns of the Company (collectively “**Monthly Returns**” and individually, “**Monthly Return**”) published for each of the eight months from July 2015 to February 2016. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the First Announcement.

As set out in the Second Announcement, completion of the issue of the Convertible Bonds took place on 2 July 2015. As set out in the Third Announcement, the Conversion Price of the Convertible Bonds was adjusted from HK\$1.88 per Share to HK\$1.85 per Share with effect from 9 September 2015.

The Board noted that there were inadvertent clerical errors in the Monthly Returns. The Board wishes to clarify that the details of the Convertible Bonds have been omitted in the Monthly Returns. The following details of the Convertible Bonds should be disclosed in the Monthly Return for July 2015:

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 1% convertible bonds due on 25 June 2018	HK\$	Nil	Nil	880,000,000	Nil	468,085,106
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable	<u>Ordinary shares</u>					
Subscription price	<u>HK\$1.88</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					

The following details of the Convertible Bonds should be disclosed in the Monthly Return for August 2015:

<b>Class and description</b>	<b>Currency of amount outstanding</b>	<b>Amount at close of preceding month</b>	<b>Converted during the month</b>	<b>Amount at close of the month</b>	<b>No. of new shares of issuer issued during the month pursuant thereto</b>	<b>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</b>
1. 1% convertible bonds due on 25 June 2018	HK\$	880,000,000	Nil	880,000,000	Nil	468,085,106
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable	<u>Ordinary shares</u>					
Subscription price	<u>HK\$1.88</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					

The following details of the Convertible Bonds should be disclosed in the Monthly Returns from September 2015 to February 2016:

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 1% convertible bonds due on 25 June 2018	HK\$	880,000,000	Nil	880,000,000	Nil	475,675,675
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable	<u>Ordinary shares</u>					
Subscription price	<u>HK\$1.85</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					

The clarification above does not affect any other information contained in the Monthly Returns published for each of the eight months from July 2015 to February 2016, and the revised Monthly Returns have published on the websites of the Company ([www.tongda.com](http://www.tongda.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

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

Hong Kong, 22 March 2016

*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.*