



香港交易所

(Revised)

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/09/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tongda Group Holdings Limited

Date Submitted 22 March 2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 698 Description : Ordinary Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$200,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$200,000,000</u>

(2) Stock code : \_\_\_\_\_

Description : \_\_\_\_\_

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

**HK\$200,000,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>5,725,650,000</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>5,725,650,000</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Exercise Price HK\$0.485 Adopted on 10 / 06 / 2002 Ordinary Shares (Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>10,000,000</u>
2. Exercise Price HK\$0.586 Adopted on (10 /06/2002 ) Ordinary shares (Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>34,000,000</u>
3. Exercise Price HK\$0.315 Adopted on (10 /06/2002 ) Ordinary shares (Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>10,000,000</u>
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>Nil</u>	
			(Other class)		<u>Nil</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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. _____ _____	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ Nil (Preference shares) _____ Nil (Other class) _____ Nil						

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.85 (after adjustment effective from 9 September 2015)					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
2.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	Nil	
				(Preference shares)	Nil	
				(Other class)	Nil	

~~Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)~~

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
2. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Other Movements in Issued Share Capital				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
Type of Issue					
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____ HK\$	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____

Type of Issue				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
5.	Scrip dividend	At price : State currency	_____ Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	( / / )
6.	Repurchase of shares		Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	( / / )
7.	Redemption of shares		Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	( / / )
8.	Consideration issue	At price : State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	( / / )



For Main Board and GEM listed issuers

		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
9. Capital reorganisation	Type of Issue		
	Class of shares issuable _____ (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	EGM approval date: (dd/mm/yyyy)	( / / )	
10. Other (Please specify)	At price : State currency _____		
	Class of shares issuable _____ (Note 1)		
	Issue and allotment date: (dd/mm/yyyy)		
	EGM approval date: (dd/mm/yyyy)		
Total E. (Ordinary shares)		_____	_____
(Preference shares)		_____	_____
(Other class)		_____	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

**(1) This monthly return includes one continuation sheet regarding share options.**

**(2) The conversion price of the 1% convertible bonds due on 25 June 2018 was adjusted from HK\$1.88 to HK\$1.85 per share of the Company on 9 September 2015 as a result of the declaration of the interim dividend of HK1.6 cents per share of the Company for the six months ended 30 June 2015 by the Board on 18 August 2015, the details of which are set out in the announcement of the Company dated 8 September 2015.**

Submitted by: Chan Sze Man

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*

# Continuation Sheet

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
4. Exercise						
Price						
HK\$0.87						
Adopted on						
(12 /05/2014 )						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	91,200,000
(Note 1)						
5.						
(Note 1)						
6.						
(Note 1)						
			Total A. (Ordinary shares)		--	
			(Preference shares)		--	
			(Other class)		--	
Total funds raised during the month from exercise of options (State currency)					--	