

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

For the month ended (dd/mm/yyyy) : 28/2/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tongda Group Holdings Limited

Date Submitted 3/3/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>698</u> Description : <u>Ordinary Shares</u>			
	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>--</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 (State currency)	Authorised share capital (State currency)
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 (State currency)	Authorised share capital (State currency)
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**

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## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<b>5,790,450,000</b>	Nil	Nil	Nil
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	<b>5,790,450,000</b>	Nil	Nil	Nil

## 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		
<u>1. Exercise</u>						
<u>Price</u>						
<u>HK\$0.87</u>						
<u>Adopted on</u>						
<u>( 12/05/2014)</u>						
<u>Ordinary shares</u>	Nil	Nil	Nil	Nil	Nil	80,400,000
<i>(Note 1)</i>						
<u>2. Exercise</u>						
<u>Price</u>						
<u>HK\$1.80</u>						
<u>Adopted on</u>						
<u>( 25/06/2013)</u>						
<u>Ordinary shares</u>	Nil	Nil	Nil	Nil	Nil	58,000,000
<i>(Note 1)</i>						
<u>3. N/A</u>						
<u>Adopted on</u>						
<u>( //)</u>						
<u>Ordinary shares</u>	Nil	Nil	Nil	Nil	Nil	Nil
<i>(Note 1)</i>						
			Total A. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)			Nil			

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 (Note 1)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
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 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	488,888,888
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.80					
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 (Note 1)		
2. _____ _____ _____ ( / / ) shares (Note 1)		
3. _____ _____ _____ ( / / ) shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

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
1. Rights issue	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2. Open offer	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
3. Placing	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4. Bonus issue			Class of shares issuable (Note 1) _____ 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 ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
6.	Repurchase of shares		Class of shares _____ repurchased ( <i>Note 1</i> ) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares		Class of shares _____ redeemed ( <i>Note 1</i> ) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
8.	Consideration 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)	_____	_____



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
9. Capital reorganisation	Class of shares _____ issuable ( <i>Note 1</i> )  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 ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
		Total E. (Ordinary shares)	N/A
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(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):

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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.*