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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 Convertible Bonds will be adjusted from HK\$1.80 per Share to HK\$1.77 per Share with effect from 3 June 2017 as a result of the declaration of the final dividend of HK3.2 cents per Share for the year ended 31 December 2016 approved by the Shareholders at the AGM.

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 20 March 2017 in relation to the annual results of the Company for the year ended 31 December 2016. The Convertible 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 Convertible Bonds (the “**Conditions**”), the Conversion Price, currently HK\$1.80 per Share, will be adjusted to HK\$1.77 per Share (the “**Adjustment**”) as a result of the declaration of the final dividend of HK3.2 cents per Share for the year ended 31 December 2016 approved by the Shareholders at the annual general meeting of the Company held on 26 May 2017 (the “**AGM**”).

All other terms of the Convertible Bonds remain unchanged. The Adjustment will become effective from 3 June 2017, being the day immediately after the record date for the determination of the above final 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 Convertible Bonds is HK\$447,000,000. The Convertible Bonds entitle the holders of the Convertible Bonds to convert into 248,333,335 New Shares before the Adjustment and 252,542,372 New Shares after the Adjustment.

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

Hong Kong, 2 June 2017

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.