

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong or elsewhere.*



## **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)**

### **PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE NOTEBOOK AND TABLET CASINGS MANUFACTURING BUSINESS OF THE GROUP ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

#### **(1) DATE OF BOARD MEETING FOR THE APPROVAL OF THE TONGDA DISTRIBUTION; AND (2) CLOSURE OF REGISTER OF MEMBERS AND TONGDA DISTRIBUTION RECORD DATE**

##### **DATE OF BOARD MEETING FOR THE APPROVAL OF THE TONGDA DISTRIBUTION**

This announcement is issued by the Board pursuant to Rule 13.43 of the Listing Rules.

On 8 December 2017, THT submitted a Listing Application to the Stock Exchange. The THT Shares are intended to be listed by way of (a) a distribution in specie by way of Special Interim Dividend (as defined below); and (b) a Share Offer. The Listing Application is being reviewed by the Stock Exchange and is subject to the final approval by the Stock Exchange.

For the purpose of the Tongda Distribution (as defined below), a meeting of the Board will be convened on Wednesday, 14 February 2018, for the purpose of, among other matters, considering the declaration of the Special Interim Dividend.

The Directors would like to emphasise that the Proposed Spin-off is subject to, among other things, (a) the Stock Exchange approving the Proposed Spin-off; (b) the Share Offer becomes unconditional and is duly completed in accordance with the terms and conditions in the prospectus of THT and the application forms of the Share Offer; and (c) the Listing Committee granting the listing of, and permission to deal in, the THT Shares in issue and the THT Shares to be issued pursuant to the Share Offer and the prospectus of THT on the Main Board of the Stock Exchange and such listing permission not subsequently having been revoked prior to the commencement of dealings in the THT Shares on the Main Board of the Stock Exchange.

#### **CLOSURE OF REGISTER OF MEMBERS AND TONGDA DISTRIBUTION RECORD DATE**

This announcement is issued by the Board pursuant to Rule 13.66(1) of the Listing Rules.

As at the date of this announcement, the Special Interim Dividend has not been approved by the Board. Any resolution of the Board to approve and declare the Special Interim Dividend will be subject to the conditions of the Proposed Spin-off and the Listing.

If the conditions are satisfied, the Special Interim Dividend will be made and satisfied by distributing such number of THT Shares so that the Qualifying Tongda Shareholders would be entitled to one THT Share for every 40 Shares held by them as of the Tongda Distribution Record Date (as defined below).

The Tongda Distribution Record Date will be on Friday, 23 February 2018, and the register of members of the Company will be closed on Thursday, 22 February 2018 and Friday, 23 February 2018 (during which period no transfer of Shares will be effected). In order to qualify for the entitlement of the Special Interim Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch Share Registrar, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 21 February 2018. Under the T+2 settlement arrangements in the CCASS, investors who would like to receive the Special Interim Dividend are encouraged to confirm their purchase of Shares on Thursday, 15 February 2018.

**The Proposed Spin-off is subject to, among other things, the approval of the Stock Exchange and the final decision of the Board and the board of directors of THT which are dependent upon, among others, market conditions during the period from now and up to the Proposed Spin-off. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place and as to when it may take place. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.**

## **INTRODUCTION**

This announcement is issued by the Board (the “**Board**”) of directors (the “**Directors**”) of Tongda Group Holdings Limited (the “**Company**”) pursuant to Rule 13.43 and Rule 13.66(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Board refers to the announcements (the “**Announcements**”) of the Company dated 31 August 2016, 20 April 2017, 9 October 2017, 16 October 2017 and 8 December 2017. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

On 8 December 2017, THT submitted a Listing Application to the Stock Exchange. The THT Shares are intended to be listed by way of (a) a distribution in specie by way of special interim dividend (the “**Special Interim Dividend**”); and (b) a Share Offer. The Listing Application is being reviewed by the Stock Exchange and is subject to the final approval by the Stock Exchange.

For the purpose of the Tongda Distribution (as defined below), a meeting of the Board will be convened on Wednesday, 14 February 2018, for the purpose of, among other matters, considering the declaration of the Special Interim Dividend.

## **BOARD MEETING FOR APPROVAL OF THE TONGDA DISTRIBUTION**

In anticipation of the Proposed Spin-off and for the purpose of the distribution in specie under the Proposed Spin-off (the “**Tongda Distribution**”), a meeting of the Board will be convened on Wednesday, 14 February 2018, for the purpose of, among other matters, considering the declaration of the Special Interim Dividend. The Special Interim Dividend is not required to be approved by the Shareholders under article 155 of the articles of association of the Company. The Special Interim Dividend will be made solely for the Proposed Spin-off under which the Company intends to distribute in specie all the THT Shares in issue to the Shareholders on a pro rata basis of one THT Share for every 40 Shares held on the record date (the “**Tongda Distribution Record Date**”).

Registered holder(s) of issued Shares whose address(es) on the register of members of the Company is/are in a jurisdiction outside Hong Kong on the Tongda Distribution Record Date whose exclusion from the entitlement to receive THT Shares under the Tongda Distribution, the Directors, having made relevant enquiries, consider to be necessary or expedient on account either of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction (“**Overseas Tongda Shareholders**”) will be entitled to the Tongda Distribution but will not receive the THT Shares. Instead, the THT Shares which they would otherwise receive pursuant to the Tongda Distribution will be sold by the Company on their behalf as soon as reasonably practicable after commencement of dealings in the THT Shares on the Stock Exchange and they will receive a cash amount equal to the net proceeds of such sale. The proceeds of such sale, net of expenses, will be paid to the Overseas Tongda Shareholders in Hong Kong dollars.

Any resolution of the Board on the Tongda Distribution will be subject to the conditions of the Proposed Spin-off and the Listing.

## **APPROVAL AND DECLARATION OF THE SPECIAL INTERIM DIVIDEND**

As at the date of this announcement, the Special Interim Dividend has not been approved by the Board. Any resolution of the Board to approve and declare the Special Interim Dividend will be subject to the conditions of the Proposed Spin-off and the Listing.

If the conditions are satisfied, the Special Interim Dividend will be made and satisfied by distributing such number of THT Shares so that the Qualifying Tongda Shareholders would be entitled to one THT Share for every 40 Shares held by them as of the Tongda Distribution Record Date.

## **CLOSURE OF REGISTER OF MEMBERS AND TONGDA DISTRIBUTION RECORD DATE**

The Tongda Distribution Record Date will be on Friday, 23 February 2018, and the register of members of the Company will be closed on Thursday, 22 February 2018 and Friday, 23 February 2018 (during which period no transfer of Shares will be effected). In order to qualify for the entitlement of the Special Interim Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch Share Registrar, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 21 February 2018. Under the T+2 settlement arrangements in the CCASS, investors who would like to receive the Special Interim Dividend are encouraged to confirm their purchase of Shares on Thursday, 15 February 2018.

## **IMPORTANT INFORMATION ON THE PROPOSED SPIN-OFF**

The Directors would like to emphasise that the Proposed Spin-off is subject to, among other things, (a) the Stock Exchange approving the Proposed Spin-off; (b) the Share Offer becomes unconditional and is duly completed in accordance with the terms and conditions in the prospectus of THT and the application forms of the Share Offer; and (c) the Listing Committee granting the listing of, and permission to deal in, the THT Shares in issue and the THT Shares to be issued pursuant to the Share Offer and the prospectus of THT on the Main Board of the Stock Exchange and such listing permission not subsequently having been revoked prior to the commencement of dealings in the THT Shares on the Main Board of the Stock Exchange.

## **GENERAL**

**The Proposed Spin-off is subject to, among other things, the approval of the Stock Exchange and the final decision of the Board and the board of directors of THT which are dependent upon, among others, market conditions during the period from now and up to the Proposed Spin-off. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place and as to when it may take place. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.**

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

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

Hong Kong, 2 February 2018

*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, GMB, GBS, SBS, JP, Mr. Cheung Wah Fung, Christopher, SBS, JP and Mr. Ting Leung Huel Stephen as independent non-executive Directors.*