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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\$1.75 per Share to HK\$1.69 per Share with effect from 24 February 2018.

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**”), the announcement of the Company dated 2 February 2018 in relation to the proposed distribution of shares in Tongda Hong Tai Holdings Limited (“**THT**”) (a subsidiary of the Company) in issue to the shareholders of the Company (the “**Shareholders**”) on a pro rata basis of one share in THT for every 40 shares in the Company held by the Shareholders (the “**Tongda Distribution**”) whose names appear on the register of members of the Company on 23 February 2018 (the “**Record Date**”) and the announcement of the Company dated 14 February 2018 in relation to the approval of the Tongda Distribution by the board of directors of the Company. 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\$1.75 per Share, will be adjusted to HK\$1.69 per Share (the “**Adjustment**”) as a result of the proposed distribution in specie of the shares in THT.

All other terms of the Convertible Bonds remain unchanged. The Adjustment will become effective from 24 February 2018, being the day immediately after the Record Date. 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 255,428,571 New Shares before the Adjustment and 264,497,041 New Shares after the Adjustment.

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

Hong Kong, 23 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.