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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)**

### **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) DESPATCH OF DOCUMENT TO SHAREHOLDERS ON THE TONGDA DISTRIBUTION AND ISSUE OF PROSPECTUS BY THT;**
- (2) EXPECTED TIMETABLE FOR DESPATCH OF SHARE CERTIFICATES UNDER THE TONGDA DISTRIBUTION AND THE LISTING OF THT SHARES; AND**
- (3) ODD LOT ARRANGEMENTS**

The Board refers to the Announcements. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as those defined in the Announcements. The purpose of this announcement is to provide the Shareholders and public investors with the updated information on the Proposed Spin-off and the Listing.

On 28 February 2018, THT issues the Prospectus in Hong Kong for the Share Offer (as defined in the Prospectus).

On 28 February 2018, the Prospectus together with this announcement have been despatched by the Company to the Shareholders for information purposes.

**Your attention is drawn to the arrangements under the “Approval of the declaration of the Special Interim Dividend” in the announcement of the Company dated 14 February 2018 on the number of Shares and the entitlement of the Qualifying Tongda Shareholders, the entitlement of the overseas Tongda Shareholders and the fractional entitlement to the THT Shares under the Tongda Distribution.**

Trading of THT Shares on the Main Board of the Stock Exchange is in 2,500 THT Shares per board lot. Following completion of the Tongda Distribution, some of the Shareholders may receive THT Shares in odd lot. THT has appointed Sinomax Securities Limited as its agent to stand in the market to provide matching services for the odd lots of THT Shares on a best effort basis.

The Directors would like to emphasise that the Proposed Spin-off and the Listing are 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 for 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 and permission not subsequently having been revoked prior to the commencement of dealing in the THT Shares on the Main Board of the Stock Exchange.

**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.**

This announcement is issued by the board (the “**Board**”) of directors (the “**Directors**”) of Tongda Group Holdings Limited (the “**Company**”). The Board refers to the announcements (the “**Announcements**”) of the Company dated 31 August 2016, 20 April 2017, 9 October 2017, 16 October 2017, 8 December 2017, 2 February 2018, 14 February 2018 and 26 February 2018. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The purpose of this announcement is to provide the Shareholders and public investors with the updated information on the Proposed Spin-off and the Listing.

## **DESPATCH OF DOCUMENT TO THE SHAREHOLDERS ON THE TONGDA DISTRIBUTION AND ISSUE OF PROSPECTUS IN HONG KONG BY THT**

A meeting of the Board was convened on 14 February 2018, at which the Board approved the Tongda Distribution by way of conditional distribution in specie, in the form of Special Interim Dividend, of all the THT Shares in issue to the Qualifying Tongda Shareholders. The Tongda Distribution is not required to be approved by the Shareholders under article 155 of the articles of association of the Company.

**Your attention is drawn to the arrangements under the “Approval of the declaration of the Special Interim Dividend” in the announcement of the Company dated 14 February 2018 on the number of Shares and the entitlement of the Qualifying Tongda Shareholders, the entitlement of the overseas Tongda Shareholders and the fractional entitlement to the THT Shares under the Tongda Distribution.**

On 28 February 2018, THT issues the prospectus (the “Prospectus”) in Hong Kong for the Share Offer (as defined in the Prospectus).

On 28 February 2018, the Prospectus together with this announcement have been despatched by the Company to the Shareholders for the purpose of providing the Shareholders with further information on the Tongda Distribution and the THT Shares that the Shareholders on the Tongda Distribution Record Date would receive for nil consideration. The Tongda Distribution Record Date was on Friday, 23 February 2018.

### **EXPECTED TIMETABLE FOR DESPATCH OF SHARE CERTIFICATES UNDER THE TONGDA DISTRIBUTION AND THE LISTING OF THT SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGE**

In addition to the timetable of the Tongda Distribution set forth in the announcement of the Company dated 14 February 2018, the following sets forth the expected timetable for despatch of share certificates under the Tongda Distribution and the listing of THT Shares on the Main Board of the Stock Exchange.

<b>Key dates</b>	<b>2018</b>
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Despatch of share certificates of THT Shares to Shareholders under the Tongda Distribution .....	Thursday, 15 March
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Dealings in THT Shares on the Main Board of the Stock Exchange expected to commence at .....	9:00 a.m. on Friday, 16 March
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If the Proposed Spin-off and the Listing does not become unconditional, the share certificates of the THT Shares will not become valid at 8:00 a.m. (Hong Kong time) on Friday, 16 March 2018, in such a case, the Company and THT will make an announcement as soon as practicable thereafter.

### **ODD LOT ARRANGEMENTS**

Trading of THT Shares on the Main Board of the Stock Exchange is in 2,500 THT Shares per board lot. Following completion of the Tongda Distribution, some of the Shareholders may receive THT Shares in odd lot. THT has appointed Sinomax Securities Limited at Room 2705-6, 27/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong as its agent to stand in the market to provide matching services for the odd lots of THT Shares on a best effort basis during the period from 9:00 a.m. on Friday, 16 March 2018 to 4:00 p.m. on Tuesday, 27

March 2018 (both days inclusive). Holders of odd lots of THT Shares who wish to take advantage of these services either by selling their odd lots of THT Shares or acquiring additional THT Shares to a board lot of 2,500 THT Shares may contact Mr. Sy Man Chiu at telephone number (852) 3107 8728 or by email at [sy@sinomaxsec.com.hk](mailto:sy@sinomaxsec.com.hk) during the aforesaid period. Shareholders should note that the above matching services are on a best effort basis only and successful matching of the sale and purchase of odd lots of THT Shares is not guaranteed. Shareholders who are in doubt about such matching services are recommended to consult their own professional advisers.

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

The Directors would like to emphasise that the Proposed Spin-off and the Listing are 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 and the application forms for 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 on the Main Board of the Stock Exchange and such listing and permission not subsequently having been revoked prior to the commencement of dealing 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, 28 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.*