日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _____28/2/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Tongda Group Holdings Limited
Date Submitted	1/3/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>698</u> Descri	iption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	1_20,000,000,000_	HK\$0.01	HK\$200,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	20,000,000,000	<u>HK\$0.01</u>	<u>HK\$200,000,000</u>
(2) Stock code :Descri	iption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :Descrip	otion :		
	No. of preference shares	(State	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
3. Other Classes of Shares			
Stock code :Descrip	otion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			<u>\</u>
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month (*State* **HK\$200,000,000** *currency*) :

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	6,051,725,553	Nil	Nil	Nil
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	6,051,725,553	Nil	Nil	Nil

III. Details of Movements in Issued Share Capital

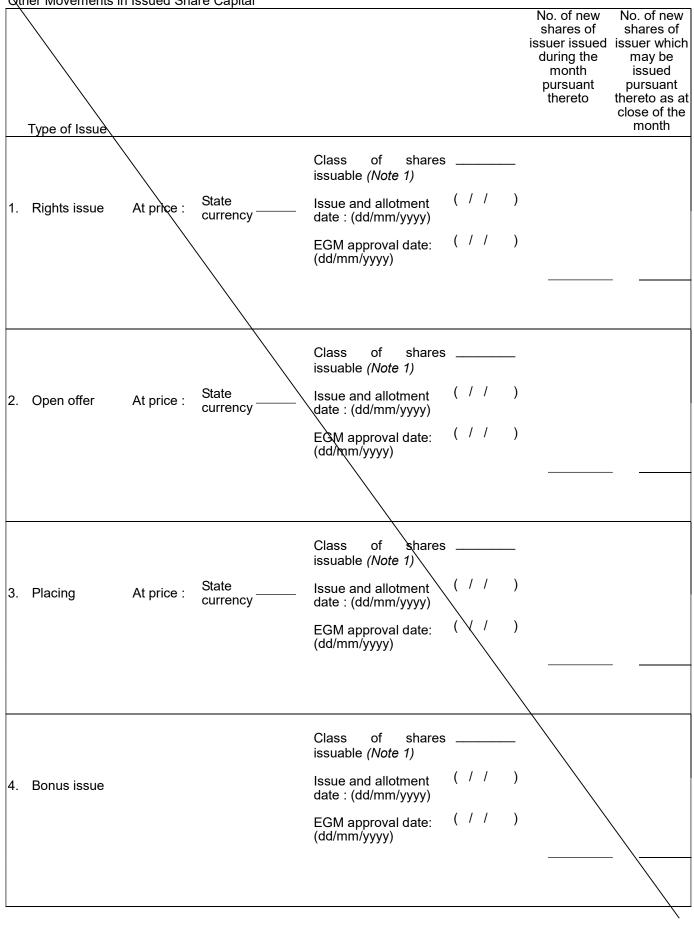
Share Options (under Share Option Schemes of the Issuer) No. of new shares of No. of new shares of Particulars of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto thereto as at close of including EGM Movement during the month the month approval date (dd/mm/yyyy) and class of shares Granted issuable Exercised Cancelled Lapsed 1.Exercise Price HK\$1.80 Adopted on (25/06/2013) Nil Nil Ordinary shares Nil Nil Nil 58,000,000 (Note 1) 2. N/A Adopted on (//) Ordinary shares Nil Nil Nil Nil Nil Nil (Note 1) 3. N/A Adopted on (//) Ordinary shares Nil Nil Nil Nil Nil Nil (Note 1) 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

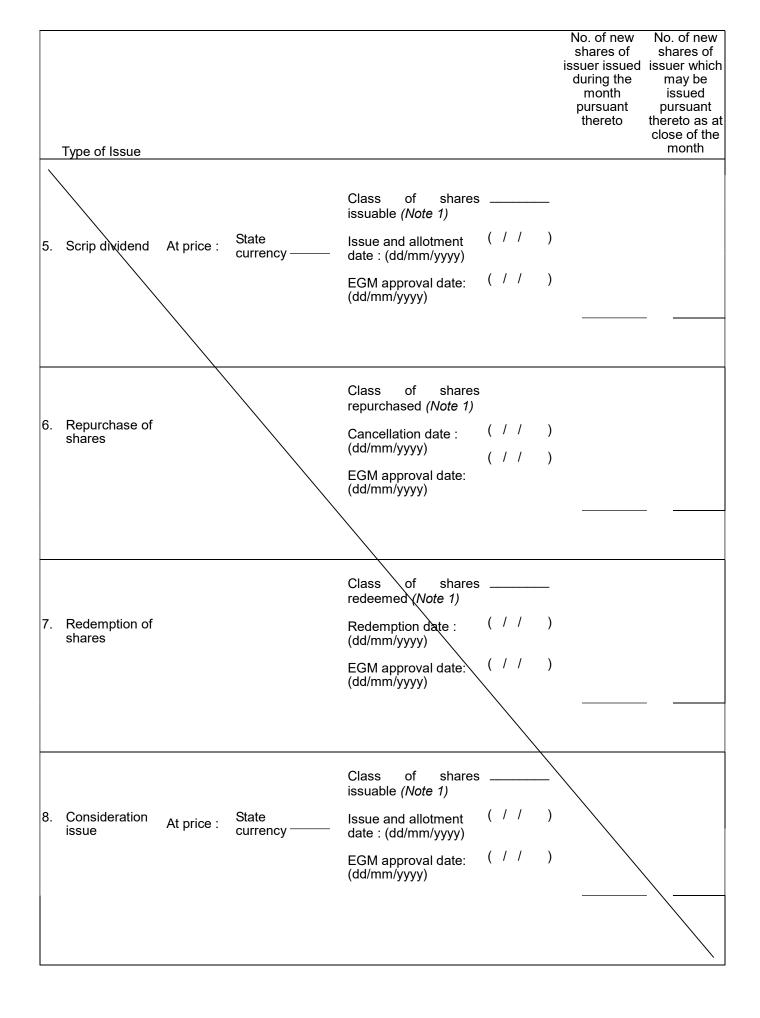
Warrants to Issue Shares of the	Issuer which	are to be Listed				
	Currency	Nominal value at close of	Exercised	Nominal value	No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant thereto as at
Description of warrants	Currency of nominal	preceding	during the	at close of the	pursuant thereto	close of the
(Date of expiry dd/mm/yyyy) 1.	value	month	month	month		month
<u></u>						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)	\backslash					
(dd/mm/yyyy)	<u> </u>)				
2.	\backslash					
		\				
<pre>(/ /) Stock code (if listed) Class of shares issuable (Note 1)</pre>						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /	,				
3.						
(/ /)						
Stock code (if listed) Class of shares				\ \		
issuable (Note 1)				\backslash		
Subscription price EGM approval date						
(if applicable))				
(dd/mm/yyyy)	(/ /)				
				\backslash		
(/ /)	<u> </u>					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price					\backslash	
EGM approval date (if applicable)					Ň	\backslash
(dd/mm/yyyy)	(/ /)				
		Total E	(Preferen	ary shares) <u>Nil</u> ce shares) <u>Nil</u>		
			(C	other class) <u>Nil</u>		- \

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						
		447 000 000	N.!'I	447 000 000		
	<u> </u>	447,000,000	Nil	447,000,000	Nil	<u>264,497,041</u>
Stock code (if listed) _ Class of shares	N/A					Remark 1
issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.69					
EGM approval date	11100					
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.						
Stock code (if listed)	<u>_</u>				·	
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	· · · ·					
Stock code (if listed)	<u> </u>				······································	
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)	(/ /)					
		Т		ary shares) <u>Nil</u>		_
				ice shares) <u>Nil</u>		-
			(C	Other class) <u>Nil</u>		-

Any other Agreements or Arrangements to Issue Shares of the Issue 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	-	
	1	
	-	
shares (Note 1)		
2	-	
	-	
shares (Note 1)	<u> </u>	
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	sha issue duri m pur	of new No. of new res of shares of r issued issuer which ng the may be onth issued suant pursuant ereto thereto as at close of the month
9		Class of shares issuable (<i>Note 1</i>)	
		lssue and allotment (/) date:(dd/mm/yyyy)	
		EGM approval date: (/ /) (dd/mm/yyyy)	
		Glass of shares issuable (Note 1)	
1	0. Other (Please specify) At price : State currency	 Issue and allotment (/ /) date : (dd/mm/yyyy) 	
		EGM approval date: (/ /) (dd/mm/yyyy)	
		Total E. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>	

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
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

Remarks (if any):

(1) Due to the proposed distribution of shares in Tongda Hong Tai Holdings Limited in issue to the shareholders of the Company on a pro rata basis of one share in THT for every 40 shares in the Company held by the Shareholders whose names appear on the register of members of the Company on 23 February 2018 (the "Record Date"), effective from 24 February 2018, the Conversion Price of the Convertible Bonds, currently HK\$1.75 per Share, will be adjusted to HK\$1.69 per Share. 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. For details, please refer to the announcement dated 23 February 2018 of the Company.

Submitted by: Chan Sze Man

Title: <u>Company Secretary</u> (Director, Secretary or other duly authorised officer)

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.