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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)

GENERAL DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

On 25 August 2016, Tong Da General Holdings, a wholly-owned subsidiary of the Company, as borrower; Bank of Tokyo-Mitsubishi UFJ as lender and the Company, Ever Target, Tongda Group International, Tongda Shenzhen, Tongda Xiamen, Tongda General (HK), Tongda Optical Fiber and Tongda Shanghai collectively as guarantors and entered into a facility letter pursuant to which certain specific performance obligations are imposed.

A breach of such specific performance obligations will constitute an event of default under the Facility Letters and all amounts outstanding under the Facility Letters will immediately become due and payable.

This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 25 August 2016, Tong Da General Holdings (H.K.) Ltd. (“**Tong Da General Holdings**”), a wholly-owned subsidiary of the Company, as borrower; Bank of Tokyo-Mitsubishi UFJ as lender and the Company, Ever Target Limited (“**Ever Target**”), Tongda Group International Limited (“**Tongda Group International**”), Tongda (Shenzhen) Company Limited (“**Tongda Shenzhen**”), Tongda (Xiamen) Company Limited (“**Tongda Xiamen**”), Tongda General (HK) Limited (“**Tongda General (HK)**”), Tongda Optical Fiber Technology Limited (“**Tongda Optical Fiber**”) and Tongda (Shanghai) Company Limited (“**Tongda Shanghai**”)

collectively as guarantors and entered into a facility letter for a loan facility of HKD200,000,000 up to 3.5 years committed non-revolving term loan.

The facility letter has the following specific performance obligations:

- (i) Mr. Wang Ya Nan (“**Mr. Wang**”), Mr. Wang Ya Hua, Mr. Wong Ah Yu and Mr. Wong Ah Yeung (collectively, the “**Major Shareholders**”) shall collectively remain the single largest shareholder and maintain not less than 40% of the issued share capital of the Company; and
- (ii) Mr. Wang shall remain Chairman of the Company and the Major Shareholders shall remain actively involved in the board, management and business of the Company.

A breach of the above specific performance obligations will constitute an event of default under the Facility Letters and all amounts outstanding under the Facility Letters will immediately become due and payable.

As at the date of this announcement, the Major Shareholders (indirectly through Landmark Worldwide Holdings Limited and E-Growth Resources Limited) beneficially own approximately 40.04% of the issued share capital of the Company.

This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Listing Rules. In accordance with the requirements thereunder, disclosure will be included in the subsequent interim and annual reports of the Company for so long as the said specific performance obligations continue to exist.

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

Hong Kong, 25 August 2016

As at the date of this announcement, the executive Directors include Messrs Wang Ya Nan, Wang Ya Hua, Wong Ah Yu, Wong Ah Yeung, Choi Wai Sang and Wang Ming Che, and the independent non-executive Directors include Dr. Yu Sun Say, GBM, GBS, SBS, JP, Mr. Cheung Wah Fung, Christopher, SBS, JP and Mr. Ting Leung Huel Stephen.