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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 HK\$880,000,000 1% CONVERTIBLE BONDS DUE 2018

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$1.82 per Share to HK\$1.80 per Share with effect from 10 September 2016 as a result of the declaration of the interim dividend of HK2.0 cents per Share for the six months ended 30 June 2016 by the Board on 15 August 2016.

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 HK\$880,000,000 1% Convertible Bonds due 2018 (the “**CB Announcement**”) and the announcement of the Company dated 15 August 2016 in relation to the interim results of the Company for the six months ended 30 June 2016. The Convertible Bonds are listed on the Singapore Exchange Securities Trading Limited. Capitalised terms used in this announcement shall have the same meanings as those defined in the CB Announcement unless the context otherwise requires.

On 15 August 2016, the Board had declared an interim dividend of HK2.0 cents per Share for the six months ended 30 June 2016 (the “**Interim Dividend**”). The Interim Dividend will be payable on or about 22 September 2016 to Shareholders whose names appear on the register of members of the Company as at the close of business on 9 September 2016.

Notice is given that, pursuant to the 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\$1.82 per Share, will be adjusted to HK\$1.80 per Share (the “**Adjustment**”) as a result of the declaration of the Interim Dividend.

All other terms of the Convertible Bonds remain unchanged. The Adjustment will become effective from 10 September 2016, being the day immediately after the record date for the determination of the entitlement to the Interim Dividend. 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\$880,000,000. The Convertible Bonds entitle the holders of the Convertible Bonds to convert into 483,516,483 New Shares before the Adjustment and 488,888,888 New Shares after the Adjustment.

Any holder of the Convertible Bonds who is in doubt as to the action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong, 14 September 2016

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