

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **COMPLETION OF PLACING OF SHARES BY LANDMARK WORLDWIDE; AND UPDATE ON THE FACILITY AGREEMENTS**

Reference is made to the announcements (the “**Announcements**”) of Tongda Group Holdings Limited (the “**Company**”) dated 10 May 2017, 11 May 2017 and 14 May 2017 in relation to the placing (the “**Placing**”) of up to approximately 386,990,000 shares of the Company by Landmark Worldwide Holdings Limited (“**Landmark Worldwide**”), a substantial shareholder of the Company. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcements.

#### **COMPLETION OF PLACING OF SHARES BY LANDMARK WORLDWIDE**

The Board has been informed by the substantial shareholder of the Company, Landmark Worldwide, that completion of the Placing took place on 15 May 2017 in accordance with the terms and conditions of the placing agreement. An aggregate of 386,990,000 Shares, representing approximately 6.36% of the issued share capital of the Company, were sold by Landmark Worldwide at the price of HK\$2.85 per Share.

#### **FACILITY AGREEMENTS**

As set out in the Announcements, the Group will obtain a waiver from the lender under the First Facility Letter and the Second Facility Letter for a potential event of default as a result of the direct or indirect shareholding interests of the Wong Brothers falling below 40% of the issued share capital of the Company upon completion of the Placing.

On 15 May 2017, each of the Company and Tong Da General has obtained a consent from BTMU to amend the terms of the First Facility Letter and the Second Facility Letter respectively such that the minimum shareholding which the Wong Brothers shall collectively own, directly or indirectly, be amended from 40% to 35% of the issued share capital of the Company.

As at the date of this announcement, the Group has already obtained all necessary consents from the lenders under the Facility Agreements to amend the relevant terms of the Facility Agreements. As the Wong Brothers continue to hold in aggregate approximately 39.75% of the issued share capital of the Company, it did not result in any breach of the terms of or constitute any event of default under the Facility Agreements upon completion of the Placing.

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

Hong Kong, 15 May 2017

*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, J.P., Mr. Cheung Wah Fung, Christopher, J.P. and Mr. Ting Leung Huel Stephen as independent non-executive Directors.*