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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) POST HEARING INFORMATION PACK;**
- (2) NUMBER OF SHARES IN ISSUE; AND**
- (3) NUMBER OF OVERSEAS TONGDA SHAREHOLDERS AS OF
THE TONGDA DISTRIBUTION RECORD DATE**

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.

The Board announces that it has been informed by THT that in connection with the Proposed Spin-off, THT has submitted the PHIP to the Stock Exchange for publication on the Stock Exchange's website. The PHIP is available for viewing and downloading from the Stock Exchange's website at <http://www.hkexnews.hk/APP/SEHKAPPMainIndex.htm> from 23 February 2018.

As of the Tongda Distribution Record Date, i.e. 23 February 2018, the number of Shares is 6,051,725,553.

As of the Tongda Distribution Record Date, other than the two overseas Tongda Shareholders whose registered addresses are located in the People's Republic of China and the Philippines, there were no other overseas Tongda Shareholders with registered addresses outside Hong Kong.

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the prospectus of THT on the Main Board of the Stock Exchange and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the THT Shares on the Main Board of the Stock Exchange.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 and 14 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.

POST HEARING INFORMATION PACK

The Board is pleased to announce that it was informed by THT that in connection with the Proposed Spin-off, THT has submitted the post hearing information pack (the “**PHIP**”) to the Stock Exchange for publication on the Stock Exchange’s website. The PHIP is available for viewing and downloading from the Stock Exchange’s website at <http://www.hkexnews.hk/APP/SEHKAPPMainIndex.htm> from 23 February 2018.

The PHIP contains, among other things, certain business and financial information relating to THT. Shareholders should note that the PHIP is in draft form and the information contained in the PHIP is incomplete and is subject to changes. The Company does not have any obligation or liability whatsoever in relation to the PHIP.

NUMBER OF SHARES IN ISSUE AS OF THE TONGDA DISTRIBUTION RECORD DATE

As of the Tongda Distribution Record Date, i.e. 23 February 2018, the number of Shares is 6,051,725,553. Each Qualifying Tongda Shareholder will be entitled to one THT Share for every 40 Shares held by it/him/her on the Tongda Distribution Record Date. The Special Interim Dividend is conditional upon the Proposed Spin-off becoming unconditional. On the basis of 6,051,725,553 Shares in issue as of 23 February 2018, a total of 151,293,138 THT Shares, representing all the THT Shares in issue, will be distributed to the Qualifying Tongda Shareholders on a pro rata basis.

NUMBER OF OVERSEAS TONGDA SHAREHOLDERS AS OF THE TONGDA DISTRIBUTION RECORD DATE

As at the Tongda Distribution Record Date, there were two Tongda Shareholders with registered addresses outside Hong Kong, namely in the People’s Republic of China and the Philippines. Based on the legal opinions obtained by the Company, there is no restriction under the applicable laws of the relevant jurisdiction or requirements of the relevant regulatory body or stock exchange for such overseas Tongda Shareholders to receive THT Shares under the Tongda Distribution. Accordingly, the said Tongda Shareholders with registered addresses in the People’s Republic of China and the Philippines will be entitled to receive THT Shares under the Tongda Distribution. Save as disclosed above, there were no other overseas Tongda Shareholders with registered addresses outside Hong Kong as at the Tongda Distribution Record Date.

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 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.

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, 26 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.