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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 15 June 2018, Tongda Group Holdings Limited, as borrower; HSBC as lender and Tong Da General Holdings, Ever Target, Tongda Group International, Tongda Shenzhen, Tongda Xiamen, Tongda General (HK), Tongda Optical Fiber, Tongda Shanghai collectively as guarantors 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 Agreement and cancel all or any part of the commitments under the Agreement and all amounts outstanding under the Agreement 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 15 June 2018, Tongda Group Holdings Limited (the “**Company**”), as borrower; The Hong Kong and Shanghai Banking Corporation Limited (the “**HSBC**”) as lender and Tong Da General Holdings (H.K.) Limited (“**Tong Da General Holdings**”), 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**”), Tongda (Shanghai) Company Limited (“**Tongda Shanghai**”) collectively as guarantors entered into a facility

letter (the “**Facility Letter**”) for a committed non-revolving term loan facility of HK\$500,000,000 for a term of three years.

Under the Agreement, specific performance obligations are imposed as follows:

- (i) Mr. Wang Ya Nan (“**Mr. Wang**”), Mr. Wang Ya Hua, Mr. Wong Ah Yu and Mr. Wong Ah Yeung (collectively, the “**Majority Shareholders**”) collectively do not or cease to have management control over the Company and its subsidiaries from time to time (the “**Group**”);
- (ii) Landmark Worldwide Holdings Limited (“**Landmark Worldwide**”) is not or ceases to be the single largest shareholder of the Company;
- (iii) the Majority Shareholders collectively do not or cease to own, directly or indirectly, 100% of the legal and beneficial interest in Landmark Worldwide, carrying 100% of the voting right of Landmark Worldwide; and/or at least 35% of the legal and beneficial interest in the Company carrying at least 35% of the voting right;
- (iv) Mr. Wang is not or ceases to be the chairman of the Company; and
- (v) any one or more of the Majority Shareholders do not or cease to actively involve in the board of directors of the Company (the “**Board**”), management and business of the Group.

A breach of the above specific performance obligations will constitute an event of default under the Agreement and cancel all or any part of the commitments under the Agreement and all amounts outstanding under the Agreement will immediately become due and payable.

As at the date hereof, the Majority Shareholders (directly and indirectly through Landmark Worldwide and E-Growth Resources Limited) beneficially own approximately 40.34% of the issued share capital of the Company.

This announcement is made in compliance with the disclosure requirement 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, 15 June 2018

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