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TONGDA HONG TAI HOLDINGS LIMITED

通達宏泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2363)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 11 NOVEMBER 2020; AND
(2) TERMINATION OF THE OPEN OFFER**

The Board announces that the ordinary resolutions numbered 1 to 4 as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 11 November 2020 and the special resolution numbered 5 as set out in the Notice was not passed by the Independent Shareholders by way of poll at the EGM. As the condition precedent of the Open Offer cannot be fulfilled, the Open Offer will not proceed.

Reference is made to the circular (the “**Circular**”) of Tongda Hong Tai Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting dated 23 October 2020. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board announces that the ordinary resolutions numbered 1 to 4 as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 11 November 2020 and the special resolution numbered 5 as set out in the Notice was not passed by the Independent Shareholders by way of poll at the EGM.

As at the date of the EGM, the total number of issued Shares was 189,115,638 Shares. Landmark Worldwide and parties acting in concert with it, who are interested in 60,439,250 Shares, representing approximately 31.96% of the entire issued share capital of the Company as at the date of this announcement, and any Shareholders who are involved in or interested in the Open Offer, the Set Off, the Underwriting Agreement, the Whitewash Waiver and/or the Special Deal and those Shareholders who have a material interest in the Open Offer, the Set Off, the Underwriting Agreement, the Whitewash Waiver and/or the Special Deal different from other Shareholders, including but not limited to those Directors who have a personal interest in the Shares (namely, Mr. Wong Ah Yu and Mr. Wang) were required to abstain and they did abstain from voting on the resolutions to approve the Open Offer, the Set Off, the Underwriting Agreement, the Whitewash Waiver and the Special Deal at the EGM.

Accordingly, the total number of issued Shares entitling the Shareholders to attend and vote either for or against the resolutions at the EGM (i.e. Shares held by the Independent Shareholders) was 128,676,388. Save as disclosed above, there was no Share entitling the Shareholders to attend the EGM and abstain from voting on the resolutions proposed at the EGM, and no Shareholder was required to abstain from voting in favour of the resolutions proposed at the EGM according to Rule 13.40 of the Listing Rules.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Details of the poll results of the EGM are set out below:

| Ordinary resolutions (Note) | | Number of votes (Approximate %) | |
|------------------------------------|--|--|--------------------------|
| | | For | Against |
| 1. | To approve, confirm and ratify the Open Offer, the Placing Agreement and the transactions contemplated thereunder. | 46,159,276 (66.0902%) | 23,683,610 (33.9098%) |
| 2. | To approve, confirm and ratify the Underwriting Agreement and the transactions contemplated thereunder. | 46,159,276 (66.0902%) | 23,683,610 (33.9098%) |
| 3. | To approve, confirm and ratify the Set Off and the transactions contemplated thereunder. | 46,159,276 (66.0902%) | 23,683,610 (33.9098%) |
| 4. | To approve the Special Deal. | 46,159,276 (66.0902%) | 23,683,610 (33.9098%) |
| Special resolution (Note) | | | |
| 5. | To approve the Whitewash Waiver. | 46,154,026 (66.0826%) | 23,688,860 (33.9174%) |

Note: Full text of the resolutions were set out in the Notice.

As more than 50% of the independent votes were cast in favour of the ordinary resolutions numbered 1 to 4, all such resolutions were duly passed at the EGM.

As less than 75% of the independent votes were cast in favour of the special resolution numbered 5, such resolution was not passed at the EGM. Therefore, the Company will not proceed with the Open Offer.

TERMINATION OF THE OPEN OFFER

As set out in the Circular, the Open Offer is conditional upon, among others, (a) the passing by the Independent Shareholders at the EGM of ordinary resolutions to approve the Open Offer, the Set Off, the Underwriting Agreement, the Special Deal and the transactions contemplated thereunder (more than 50% of the Independent Shareholders at the EGM by way of poll), and the Whitewash Waiver (at least 75% of the Independent Shareholders at the EGM by way of poll), in accordance with the Listing Rules and the Takeovers Code. As the condition precedent of the Open Offer cannot be fulfilled, the Open Offer will not proceed.

GRANT OF THE WHITEWASH WAIVER

The Executive has, on 9 November 2020, granted the Whitewash Waiver, subject to the fulfilment of the conditions that (i) the Whitewash Waiver and the underlying transactions (i.e. the Open Offer, the Set Off, the Underwriting Agreement and the Special Deal) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Landmark Worldwide and parties acting in concert with it between the announcement of the proposed issue of the new securities and the completion of the issue.

The aforementioned condition (i) imposed by the Executive has not been fulfilled as at the date of this announcement.

CONSENT TO THE SPECIAL DEAL

On 11 November 2020, the Executive has conditionally consented to the Special Deal, subject to the Special Deal being approved by a vote of the Independent Shareholders at the EGM, to be taken on a poll. As the resolution numbered 4 approving the Special Deal has been passed by the Independent Shareholders at the EGM by way of poll, the aforementioned condition of the Special Deal has been fulfilled as at the date of this announcement. Notwithstanding the above, the Company will not proceed with the Special Deal as a result of the termination of the Open Offer.

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

Hong Kong, 11 November 2020

As at the date of this announcement, the executive Directors are Mr. Wong Ming Li, Mr. Wong Ah Yu and Mr. Wang Ming Zhi; the non-executive Director is Mr. Wang Ya Nan; and the independent non-executive Directors are Ms. Leung Pik Kwan, Mr. Sun Wai Hong and Mr. Wu Kin San Alfred.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.