



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)

INSIDE INFORMATION

Reference is made to the announcement (the “**Announcement**”) of Tongda Group Holdings Limited (the “**Company**”) dated 10 May 2017 in relation to the intention to sell 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 Announcement.

PLACING OF SHARES BY LANDMARK WORLDWIDE

The Board has been informed by Landmark Worldwide, that it had entered into a placing agreement for the placing of up to 386,990,000 Shares (the “**Sale Shares**”), representing approximately 6.36% of the issued share capital of the Company, through a partial secondary share placing at the price of HK\$2.85 per Share (the “**Placing**”) on 10 May 2017. Each of Landmark Worldwide and Mr Wang Ya Nan has agreed and has agreed to procure their respective nominees and any person controlled by it (including E-Growth Resources Limited) to a lock-up period of 180 days after the date of closing of the Placing. The Placing is expected to be closed on or about 15 May 2017, subject to certain customary conditions as provided in the placing agreement.

EFFECTS ON SHAREHOLDING STRUCTURE

Assuming the Sale Shares are placed in full, immediately after the Placing, Landmark Worldwide will hold 1,428,490,000 Shares, representing approximately 23.49% of the issued share capital of the Company. Landmark Worldwide, E-Growth Resources Limited and Messrs. Wang Ya Nan, Wang Ya Hua, Wong Ah Yeung and Wong Ah Yu will in aggregate hold 2,804,580,000 Shares, representing approximately 46.11% of the issued share capital of the Company and there is no change in control in the Company as defined in the Hong Kong Code on Takeovers and Mergers as a result of the Placing. The table below sets out the shareholding structure of the Company (i) as at the date of this announcement and (ii) as a result of the completion of the Placing, assuming (a) all the Sale Shares are placed in full and (b) no other shares are to be allotted and issued between the date of this announcement and the completion of the Placing:

Shareholders	As at the date of this announcement		Immediately after completion of the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Landmark Worldwide (<i>Note 1</i>)	1,815,480,000	29.85	1,428,490,000	23.49
E-Growth Resources Limited (<i>Note 2</i>)	296,000,000	4.87	296,000,000	4.87
Mr. Wang Ya Nan	386,120,000	6.35	386,120,000	6.35
Mr. Wang Ya Hua	91,220,000	1.50	91,220,000	1.50
Mr. Wong Ah Yeung	119,300,000	1.96	119,300,000	1.96
Mr. Wong Ah Yu	96,460,000	1.59	96,460,000	1.59
Mr. Wang Ming Che	3,000,000	0.05	3,000,000	0.05
Faye Limited (<i>Note 3</i>)	78,750,000	1.29	78,750,000	1.29
Mr. Choi Wai Sang	29,750,000	0.49	29,750,000	0.49
Dr. Yu Sun Say	21,610,000	0.36	21,610,000	0.36
Mr. Cheung Wah Fung, Christopher	8,950,000	0.15	8,950,000	0.15
Mr. Ting Leung Huel Stephen	10,450,000	0.17	10,450,000	0.17
Public shareholders (Including placees under the Placing)	3,124,915,553	51.37	3,511,905,553	57.73
Total:	<u>6,082,005,553</u>	<u>100.00</u>	<u>6,082,005,553</u>	<u>100.00</u>

Notes:

1. The issued share capital of Landmark Worldwide is held and beneficially owned as to 25% by each of Messrs. Wang Ya Nan, Wang Ya Hua, Wong Ah Yeung and Wong Ah Yu.
2. The issued share capital of E-Growth Resources Limited is held and beneficially owned as to 100% by Mr. Wang Ya Nan.
3. These Shares are held by Faye Limited, the entire issued share capital of which is held and beneficially owned by Mr. Choi Wai Sang.

As the Placing may or may not proceed, shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 10 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.