



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.