



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 August 2016, Shishi Tongda Jingdiao, a wholly-owned subsidiary of the Company, as borrower; Hang Seng Bank as lender and the Company and Beijing Jingdiao as guarantors and entered into two facility letters pursuant to which certain specific performance obligations are imposed.

A breach of such specific performance obligations will constitute an event of default under the Facility Letters and all amounts outstanding under the Facility Letters 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 August 2016, Shishi Tongda Jingdiao Manufacturing Co Ltd (“**Shishi Tongda Jingdiao**”), a wholly-owned subsidiary of Tongda Group Holdings Limited (the “**Company**”), as borrower; The Hang Seng Bank (China) Ltd. (“**Hang Seng Bank**”) as lender; and the Company and Beijing Jingdiao Group co., Ltd as guarantors entered into (i) a term loan facility letter (the “**First Facility Letter**”) for a loan facility in relation to a facility of up to a principal amount of RMB\$70,000,000 for a term of three years commencing; and (ii) a term loan facility letter (the “**Second Facility Letter**”) for a revolving loan of up to a principal amount of RMB\$30,000,000 at a term of one year.

Each of the Facility Letters have the following specific performance obligations:

- (i) Mr. Wang Ya Nan (“**Mr. Wang**”), Mr. Wang Ya Hua, Mr. Wong Ah Yu and Mr. Wong Ah Yeung (collectively, the “**Major Shareholders**”) shall collectively remain the single largest shareholder and maintain not less than 40% of the issued share capital of the Company; and
- (ii) Mr. Wang shall remain Chairman of the Company and the Major Shareholders shall remain actively involved in the board, management and business of the Company.

A breach of the above specific performance obligations will constitute an event of default under the Facility Letters and all amounts outstanding under the Facility Letters will immediately become due and payable.

As at the date of this announcement, the Major Shareholders (indirectly through Landmark Worldwide Holdings Limited and E-Growth Resources Limited) beneficially own approximately 40.04% of the issued share capital of the Company.

This announcement is made in compliance with the disclosure requirements 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, 16 August 2016

As at the date of this announcement, the executive directors of the Company include Messrs Wang Ya Nan, Wang Ya Hua, Wong Ah Yu, Wong Ah Yeung, Choi Wai Sang, Wang Ming Che, and the independent non-executive directors of the Company include Dr. Yu Sun Say JP, Mr. Ting Leung Huel Stephen and Mr. Cheung Wah Fung, Christopher, JP.