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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 18 February 2020, the Company as borrower; the Guarantors as guarantors; HSBC as coordinator; HSB as agent; and various financial institutions listed in the Facility Agreement as lenders entered into the Facility Agreement 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 Agreement and cancel all or any part of the commitments under the Facility Agreement and all amounts outstanding under the Facility 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 18 February 2020, Tongda Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) as borrower; Tong Da General Holdings (H.K.) Limited, Ever Target Limited, Tongda Group International Limited, Tongda (Shenzhen) Company Limited, Tongda (Xiamen) Company Limited, Tongda General (HK) Limited, Tongda Optical Fiber Technology Limited, Tongda (Shanghai) Company Limited (collectively, the “**Guarantors**”) as guarantors; The Hong Kong and Shanghai Banking Corporation Limited (the “**HSBC**”) as coordinator; Hang Seng Bank Limited (“**HSB**”) as agent; and various financial institutions as lenders entered into a facility agreement (the “**Facility Agreement**”) in respect of the term loan facility of up to a principal amount of HK\$700,000,000 for a term of three years.

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

- (a) Landmark Worldwide Holdings Limited (“**Landmark Worldwide**”) is not or ceases to be the single largest shareholder of the Company;
- (b) 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 own, directly or indirectly:
  - (i) 100% of the legal and beneficial interest in Landmark Worldwide, carrying 100% of the voting right; and/or
  - (ii) at least 35% of the legal and beneficial interest in the Company, carrying at least 35% of the voting right;
- (c) Mr. Wang is not or ceases to be the chairman of the Company;
- (d) Mr. Wang is not or ceases to be actively involved in the board, management and business of the Group; and
- (e) The Company does not or ceases to own, directly or indirectly, 100% of the beneficial interest in any Guarantor, carrying 100% of the voting right, free from any mortgage, charge, assignment, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

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

As at the date of this announcement, the Majority Shareholders (directly and indirectly through Landmark Worldwide and E-Growth Resources Limited) beneficially own approximately 40.86% 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, 18 February 2020

*As at the date of this announcement, the Board comprises Mr. Wang Ya Nan, Mr. Wang Hung Man, Mr. Wong Ming Sik, Mr. Wong Ming Yuet and Mr. Hui Wai Man as executive Directors; Ms. Chan Sze Man 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.*