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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD ON RECORD DATE

Reference is made to the prospectus of Tongda Group Holdings Limited (the “**Company**”) dated 23 August 2021 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Monday, 6 September 2021, being the Latest Time for Acceptance,

- (i) 46 valid acceptances of provisional allotments under the PALs were received for a total of 2,781,954,169 Rights Shares, representing approximately 85.87% of the total number of 3,239,752,548 Rights Shares being offered under the Rights Issue; and
- (ii) 29 valid applications for excess Rights Shares under the EAFs were received for a total of 4,868,646,698 Rights Shares, representing approximately 150.28% of the total number of 3,239,752,548 Rights Shares being offered under the Rights Issue.

In aggregate, 75 valid acceptances and applications in respect of a total of 7,650,600,867 Rights Shares, representing approximately 236.15% of the total number of 3,239,752,548 Rights Shares being offered under the Rights Issue have been received. Accordingly, the Rights Issue was over-subscribed by 4,410,848,319 Rights Shares, representing approximately 136.15% of the total number of Rights Shares being offered under the Rights Issue.

EXCESS APPLICATION

Given the valid acceptance of provisional allotments under the PALs mentioned above, 457,798,379 Rights Shares, representing approximately 14.13% of the total number of Rights Shares being offered under the Rights Issue, were available for allocation to the excess applicants under the EAFs. Such number of excess Rights Shares was insufficient to satisfy all valid applications for a total number of 4,868,646,698 excess Rights Shares under the EAFs. In view of the oversubscription of the Rights Shares, the Board has resolved to allocate the 457,798,379 Rights Shares to those Qualifying Shareholders (other than the PRC Southbound Trading Investors) who applied for excess Rights Shares on a pro-rata basis of approximately 9.40% by reference to the number of excess Rights Shares applied for under each application. No reference has been made to the Rights Shares subscribed through applications by a PAL or the existing number of Shares held by Qualifying Shareholders and no preference has been given to applications for topping up odd-lot holdings to whole lot holdings.

THE UNDERWRITING AGREEMENT

As all the conditions precedent set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter on or before 4:00 p.m. on Tuesday, 7 September 2021, the Underwriting Agreement became unconditional at 4:00 p.m. on Tuesday, 7 September 2021.

Since the Rights Issue was over-subscribed by 4,410,848,319 Rights Shares, in accordance with the terms of the Underwriting Agreement, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the completion of the Rights Issue is as follows:

	Immediately before completion of Rights Issue		Immediately after completion of Rights Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Landmark Worldwide (<i>Note 1</i>)	1,583,500,000	24.44	2,375,250,000	24.44
E-Growth Resources (<i>Note 2</i>)	296,000,000	4.57	444,000,000	4.57
Mr. Wang (<i>Note 3</i>)	460,930,000	7.11	691,395,000	7.11
Mr. Wong Ah Yu (<i>Note 4</i>)	96,460,000	1.49	144,690,000	1.49
Mr. Wong Ah Yeung (<i>Note 5</i>)	119,300,000	1.84	178,950,000	1.84
Mr. Wang Ya Hua (<i>Note 6</i>)	91,220,000	1.41	136,830,000	1.41
Landmark Worldwide and parties acting in concert with it	2,647,410,000	40.86	3,971,115,000	40.86
Mr. Hui Wai Man (<i>Note 7</i>)	78,000,000	1.20	100,000,000	1.03
Dr. Yu Sun Say (<i>Note 8</i>)	21,610,000	0.33	21,620,805	0.22
Mr. Ting Leung Huel Stephen (<i>Note 9</i>)	6,450,000	0.10	9,675,000	0.10
Mr. Cheung Wah Fung, Christopher (<i>Note 10</i>)	5,950,000	0.09	8,140,299	0.08
Other public Shareholders	3,720,085,097	57.41	5,608,706,541	57.71
Total	<u>6,479,505,097</u>	<u>100.00</u>	<u>9,719,257,645</u>	<u>100.00</u>

Notes

1. Landmark Worldwide is an investment holding company incorporated in the British Virgin Islands with limited liability, the issued share capital of which is beneficially owned as to 25% by each of Mr. Wang, Mr. Wong Ah Yu, Mr. Wong Ah Yeung and Mr. Wang Ya Hua.
2. E-Growth Resources is an investment holding company incorporated in the British Virgin Islands with limited liability, the issued share capital of which is wholly and beneficially owned by Mr. Wang. Under the SFO, Mr. Wang is deemed to be interested in 296,000,000 Shares held by E-Growth Resources.
3. Mr. Wang is the younger brother of Mr. Wong Ah Yeung, Mr. Wong Ah Yu and Mr. Wang Ya Hua.
4. Mr. Wong Ah Yu is the younger brother of Mr. Wong Ah Yeung and the elder brother of Mr. Wang Ya Hua and Mr. Wang.

5. Mr. Wong Ah Yeung is the elder brother of Mr. Wong Ah Yu, Mr. Wang Ya Hua and Mr. Wang.
6. Mr. Wang Ya Hua is the elder brother of Mr. Wang and the younger brother of Mr. Wong Ah Yeung and Mr. Wong Ah Yu.
7. Mr. Hui Wan Man is an executive Director.
8. Dr. Yu Sun Say is an independent non-executive Director.
9. Mr. Ting Leung Huel Stephen is an independent non-executive Director.
10. Mr. Cheung Wah Fung, Christopher is an independent non-executive Director.
11. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES AND REFUND CHEQUES

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risks on Tuesday, 14 September 2021. Refund cheques in respect of partially unsuccessful applications for excess Rights Shares are also expected to be posted on Tuesday, 14 September 2021 by ordinary post to the applicants at their own risk. Each allottee will receive one share certificate for all the Rights Shares issued to him/her/it.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 15 September 2021.

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

Hong Kong, 13 September 2021

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.