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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 4 January 2022, the Company as borrower; the Guarantors as guarantors; HSB and HSBC as coordinators; HSBC 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 all or any part of the commitments under the Facility Agreement may be cancelled and all amounts outstanding under the Facility Agreement shall 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 4 January 2022, 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, Tongda Optical Company Limited, Tongda Smart Technology Company Limited, Tongda YF (HK) Company Limited, Tongda Precision Technology Company Limited (collectively, the “**Guarantors**”) as

guarantors; Hang Seng Bank Limited (“**HSB**”) and The Hong Kong and Shanghai Banking Corporation Limited (the “**HSBC**”) as coordinator; HSBC 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\$1,200,000,000 for a term of three years. Under the Facility Agreement, the following specific performance obligations are imposed:

- (a) Mr. Wang Ya Nan (“**Mr. Wang**”), Mr. Wang Ya Hua, Mr. Wong Ah Yu and Mr. Wong Ah Yeung (collectively, the “**Majority Shareholders**”) collectively:
 - (i) are not or cease to be the single largest shareholder of the Company; and/or
 - (ii) do not or cease to own, directly or indirectly at least 35% of the legal and beneficial interest in the Company, carrying at least 35% of the voting right;
- (b) Mr. Wang is not or ceases to be the chairman of the Company;
- (c) Mr. Wang is not or ceases to be actively involved in the board, management and business of the Group; and
- (d) 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 all or any part of the commitments under the Facility Agreement may be cancelled and all amounts outstanding under the Facility Agreement shall 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, 4 January 2022

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.