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TONGDA HONG TAI HOLDINGS LIMITED

通達宏泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2363)

APPLICATIONS FOR THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED SHARES SUBJECT TO THE UNSUBSCRIBED ARRANGEMENTS

Reference is made to the prospectus (the “**Prospectus**”) of Tongda Hong Tai Holdings Limited (the “**Company**”) dated 24 January 2022 in relation to the Rights Issue on the basis of two (2) Rights Shares for every one (1) existing Share held on the Record Date. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

APPLICATIONS FOR THE RIGHTS SHARES

The Board is pleased to announce that as at 4:00 p.m. on Friday, 11 February 2022, being the Latest Time for Acceptance, a total of 24 valid applications had been received for a total of 214,104,212 Rights Shares, representing approximately 47.18% of the total number of Rights Shares offered under the Rights Issue. Pursuant to the Irrevocable Undertakings, the following Rights Shares have been subscribed:

Name of subscriber	Number of Rights Shares subscribed
Landmark Worldwide	71,424,500
E-Growth Resources	14,800,000
Mr. Wang	19,306,000
Mr. Wong Ah Yu	4,822,000
Mr. Wong Ah Yeung	5,965,000
Mr. Wang Ya Hua	4,561,000

The remaining 239,727,064 Unsubscribed Shares, representing approximately 52.82% of the total number of Rights Shares offered under the Rights Issue, will be subject to the Unsubscribed Arrangements.

THE UNSUBSCRIBED ARRANGEMENTS

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company had made arrangements to dispose of the Unsubscribed Shares by offering the Unsubscribed Shares to investors who (or as the case maybe, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties for the benefit of the No Action Shareholders.

The Company appointed the Placing Agent to place the Unsubscribed Shares to independent placees on a best efforts basis. The Placing Agent will, on a best efforts basis, procure, by no later than 4:00 p.m. on Wednesday, 16 February 2022, placees for all (or as many as possible) of those Unsubscribed Shares at a price at least equal to the Subscription Price. The aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Shares placed by the Placing Agent under the Placing Agreement) (the “**Net Gain**”) that is realized will be paid to those No Action Shareholders on a pro-rata basis. If any of the Unsubscribed Shares are not successfully placed out, those Unsubscribed Shares will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement and/or taken up by Zhong Jia Securities pursuant to the sub-underwriting arrangement.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders as set out below on pro-rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

Any unplaced Unsubscribed Shares will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement and/or taken up by Zhong Jia Securities pursuant to the sub-underwriting arrangement.

An announcement of the results of the Rights Issue is expected to be published on the websites of the Stock Exchange and the Company on Monday, 21 February 2022.

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

Hong Kong, 14 February 2022

As at the date of this announcement, the executive Directors are Mr. Wong Ming Li, Mr. Wong Ah Yu and Mr. Wang Ming Zhi; the non-executive Director is Mr. Wang Ya Nan; and the independent non-executive Directors are Ms. Leung Pik Kwan, Mr. Sun Wai Hong and Mr. Wu Kin San Alfred.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.