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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)**

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Tongda Group Holdings Limited (the “**Company**”) proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**existing M&A**”) and to adopt the amended and restated memorandum and articles of association of the Company (the “**new M&A**”).

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) were amended by, among other things, adopting a set of core standards for shareholder protections for issuers set out in Appendix 3 to the Listing Rules. The Board proposes to amend its existing M&A (i) to conform with the said core standards for shareholder protections; (ii) to reflect and align with certain amendments to the applicable laws of the Cayman Islands; and (iii) to incorporate corresponding and housekeeping changes. The Board also proposes to adopt the new M&A incorporating such amendments in substitution for, and to the exclusion of, the existing M&A.

The proposed amendments to and the adoption of the new M&A will be subject to the approval by the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company. A circular containing, among other things, details of the proposed amendments to the existing M&A and the adoption of the new M&A will be despatched to the shareholders of the Company in due course.

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

Hong Kong, 29 March 2023

*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, GBS, SBS, JP and Mr. Ting Leung Huel Stephen as independent non-executive Directors.*