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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 8 June 2023, the Company as borrower; the Guarantors as guarantors; SCB, XIB, UOB and BOCOMM as Mandated Lead Arrangers and Bookrunners; Bank Sinopac and Ping An Bank as Arrangers; SCB 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 8 June 2023, 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; Standard Chartered Bank (Hong Kong) Limited (“**SCB**”), Xiamen International Bank Xiamen Branch (“**XIB**”), United Overseas Bank Ltd (Hong Kong Branch) (“**UOB**”) and Bank of Communications (Hong Kong) Limited (“**BOCOMM**”) as Mandated Lead Arrangers and Bookrunners; Bank Sinopac Hong Kong Branch (“**Bank Sinopac**”) and Ping An Bank Co., Ltd. (“**Ping An Bank**”) as Arrangers; SCB 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\$866,666,000 (which may be subsequently increased to not more than HK\$1,066,666,000 in accordance with the terms falling four Months after the date of the Facility Agreement) 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;
- (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; and
- (e) The Company does not or ceases to own, directly or indirectly, at least 51% of the equity interest in the Subsidiary Listco (通達創智(廈門)股份有限公司), carrying at 51% 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 Holdings Limited and E-Growth Resources Limited) beneficially own approximately 40.79% 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, 8 June 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, Mr. Ting Leung Huel Stephen and Mr. Sze Irons, BBS, JP as independent non-executive directors.