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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)**

**RESULTS OF THE RIGHTS ISSUE ON  
THE BASIS OF TWO (2) RIGHTS SHARES  
FOR EVERY ONE (1) CONSOLIDATED SHARE HELD ON  
THE RECORD DATE**

Reference is made to the prospectus (the “**Prospectus**”) of Tongda Hong Tai Holdings Limited (the “**Company**”) dated 28 March 2024 in relation to the Rights Issue on the basis of two (2) Rights Shares for every one (1) Consolidated Share held on the Record Date and the announcement of the Company dated 26 April 2024 in relation to the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus and Announcement.

**RESULTS OF THE RIGHTS ISSUE**

As disclosed in the Announcement, as at 4:00 p.m. on Friday, 19 April 2024, being the Latest Time for Acceptance, a total of 14 valid applications had been received for a total of 64,985,002 Rights Shares, representing approximately 47.73% of the total number of Rights Shares offered under the Rights Issue. Accordingly, the remaining 71,164,380 Unsubscribed Rights Shares (each a “**Placing Share**”), representing approximately 52.27% of the total number of Rights Shares offered under the Rights Issue, were subject to the Compensatory Arrangements.

## RESULTS OF THE COMPENSATORY ARRANGEMENTS

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 2 May 2024, being the latest time of Placing of the Placing Shares by the Placing Agent, all the Placing Shares were successfully placed to six independent placees at the Placing Price of HK\$0.58 per Placing Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

Based on the acceptance results of the Rights Issue and the Placing results of the Compensatory Arrangements, the Rights Shares (including the Placing Shares) to be allotted and issued amounted to 136,149,382 Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees under the Placing and where appropriate, their respective ultimate beneficial owner(s), is independent of and not connected with the Company and its connected persons and not a connected person of the Company; and (ii) one of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing. As all the conditions with respect to the Rights Issue as set out in the Prospectus have been fulfilled, the Rights Issue became unconditional at 4:00 p.m. on Thursday, 2 May 2024.

The gross proceeds raised from the Rights Issue (including the Placing) before expenses were approximately HK\$79.0 million and the net proceeds from the Rights Issue after deducting the expenses and after expenses were approximately HK\$76.0 million.

As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue of approximately HK\$76.0 million as follows: as to (i) approximately HK\$70.0 million for repayment of loans and other payables of the Group; and (ii) approximately HK\$6.0 million as general working capital of the Group.

## EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>No. of Shares</i>	<i>Approx. percentage %</i>	<i>No. of Shares</i>	<i>Approx. percentage %</i>
Landmark Worldwide Holdings Limited ( <i>Note 1</i> )	18,704,481	27.48	18,704,481	9.16
<b>Public Shareholders:</b>				
Independent Placees:				
Leung Ho Chi ( <i>Note 2</i> )	3,400,000	4.99	40,833,611	19.99
Five Placees each with shareholdings less than 5%	–	–	40,530,769	19.85
Other Public Shareholders	45,970,210	67.53	104,155,212	51.00
<b>Total:</b>	<u>68,074,691</u>	<u>100</u>	<u>204,224,073</u>	<u>100</u>

### Notes:

- Landmark Worldwide Holdings Limited 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 Ya Nan, Mr. Wong Ah Yu, Mr. Wong Ah Yeung and Mr. Wang Ya Hua. Mr. Wang Ya Nan is the sole director of Landmark Worldwide Holdings Limited.
- Mr. Leung Ho Chi (“**Mr. Leung**”) is a business owner and investor in the capital markets of Hong Kong; an independent non-executive director of Vico International Holdings Limited (Stock Code: 1621). Upon completion of the Placing, Mr. Leung will be interested in 40,833,611 Shares and become a substantial shareholder of the Company. These 40,833,611 Shares are held as to (i) 3,400,000 Shares before completion of the Rights Issue and the Placing; (ii) 6,800,000 Rights Shares applied under the PAL (representing approximately 4.99% of the total issued Shares immediately after completion of the Rights Issue and the Placing) by Hong Kong Education and Culture Centre Limited (“**HKECCL**”), a company incorporated in Hong Kong with limited liability, and (iii) 30,633,611 Placing Shares (representing approximately 15% of the total issued Shares immediately after completion of the Rights Issue and the Placing) was subscribed by Dashing Vision Limited (“**Dashing**”), a company incorporated in the British Virgin Islands with limited liability. As both HKECCL and Dashing are wholly-owned by Mr. Leung. Mr. Leung is deemed to be interested in all the Shares held by HKECCL and Dashing under the SFO.

## **DESPATCH OF SHARE CERTIFICATES**

The share certificates for all fully-paid Rights Shares are expected to be posted on Thursday, 9 May 2024 to those entitled thereto at their registered addresses by ordinary post at their own risks. Given the Rights Issue has become unconditional, no monies received in respect of the relevant PALs will be refunded, and no refund cheque will be posted, to any accepting or applying shareholders.

## **COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES**

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 10 May 2024.

By order of the Board  
**Tongda Hong Tai Holdings Limited**  
**Lee King On Jeff**  
*Executive Director*

Hong Kong, 8 May 2024

*As at the date of this announcement, the executive Directors are Mr. Wong Ming Li, Mr. Lee King On Jeff, and Mr. Wang Ming Zhi; and the independent non-executive Directors are Mr. Chan Shiu Man, Mr. Wan, Aaron Chi Keung and Mr. Chan Luk On.*