

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 11 JANUARY 2022 AND GRANT OF THE WHITEWASH WAIVER**

The Board announces that the ordinary resolutions numbered 1 to 3 and the special resolution numbered 4 as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 11 January 2022.

Reference is made to the circular (the “**Circular**”) of Tongda Hong Tai Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting dated 21 December 2021. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board announces that the ordinary resolutions numbered 1 to 3 and the special resolution numbered 4 as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 11 January 2022.

As at the date of the EGM, the total number of issued Shares was 226,915,638 Shares. Landmark Worldwide and parties acting in concert with it, who are in aggregate interested in 60,439,250 Shares, representing approximately 26.63% of the entire issued share capital of the Company as at the date of this announcement, and any Shareholders who are involved in or interested in the Rights Issue, the Set Off, the Underwriting Agreement and/or the Whitewash Waiver and those Shareholders who have a material interest in the Rights Issue, the Set Off, the Underwriting Agreement and/or the Whitewash Waiver different from other Shareholders, including but not limited to those Directors who have a personal interest in the Shares (namely, Mr. Wong Ah Yu and Mr. Wang) were required to abstain and they did abstain from voting on the resolutions to approve the Rights Issue, the Set Off, the Underwriting Agreement and the Whitewash Waiver at the EGM.

Accordingly, the total number of issued Shares entitled to attend and vote either for or against the Resolutions at the EGM was 166,476,388. Save as disclosed above, there was no Share entitling the Shareholders to attend the EGM and abstain from voting on the resolution proposed at the EGM, and no Shareholder was required to abstain from voting in favour of the resolution proposed at the EGM according to Rule 13.40 of the Listing Rules.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Details of the poll results of the EGM are set out below:

<b>Ordinary resolutions</b> <i>(Note)</i>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, confirm and ratify the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.	67,022,793 (91.6842%)	6,079,001 (8.3158%)
2.	To approve, confirm and ratify the Underwriting Agreement and the transactions contemplated thereunder.	67,023,043 (91.6845%)	6,078,751 (8.3155%)
3.	To approve, confirm and ratify the Set Off and the transactions contemplated thereunder.	67,023,043 (91.6845%)	6,078,751 (8.3155%)
<b>Special resolution</b> <i>(Note)</i>			
4.	To approve the Whitewash Waiver.	67,023,043 (91.6845%)	6,078,751 (8.3155%)

*Note:* Full text of the Resolutions were set out in the Notice.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 to 3, all such resolutions were duly passed at the EGM.

As more than 75% of the votes were cast in favour of the special resolution numbered 4, such resolution was duly passed at the EGM.

Mr. Wong Ming Li, Mr. Wong Ah Yu and Mr. Wang Ming Zhi, being the executive Directors; Mr. Wang Ya Nan, being the non-executive Director; and Ms. Leung Pik Kwan, Mr. Sun Wai Hong and Mr. Wu Kin San Alfred, being the independent non-executive Directors, attended the EGM.

## **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 6 January 2022, granted the Whitewash Waiver, subject to the fulfilment of the conditions that (i) the Whitewash Waiver and the underlying transactions (i.e. the Rights Issue, the Set Off and the Underwriting Agreement) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Landmark Worldwide and parties acting in concert with it between the announcement of the proposed issue of the new securities and the completion of the issue.

The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

## **COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis is Wednesday, 12 January 2022. The Shares will be dealt with on an ex-rights basis from Thursday, 13 January 2022. The Prospectus Documents will be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus for information only) on Monday, 24 January 2022.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES**

**Shareholders and potential investors should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. The conditions precedent to the Underwriting Agreement are set out in the section headed “Conditions of the Underwriting Agreement” in the Letter from the Board of the Circular, and as at the date hereof, other than the conditions (a) and (g) as set out therein, none of the conditions has been fulfilled. Accordingly, the Rights Issue may or may not proceed.**

**Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

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

Hong Kong, 11 January 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.*