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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tongda Hong Tai Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**NOTICE OF ANNUAL GENERAL MEETING;
PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES
AND ALLOT AND ISSUE NEW SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
AND CLOSURE OF REGISTER OF MEMBERS**

A notice convening an annual general meeting of Tongda Hong Tai Holdings Limited (the "Company") to be held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 11th May, 2022 at 10:00 a.m. is set out on pages 3 to 7 of this circular which was despatched to shareholders of the Company on Wednesday, 6th April, 2022.

Whether or not you are able to attend the meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. 10:00 a.m. on Monday, 9th May, 2022 (Hong Kong Time), or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish.

Please see the section headed "Precautionary Measures for the annual general meeting" in this circular for measures being taken to try to prevent and control the spread of the COVID-19 Pandemic at the annual general meeting.

6th April, 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Reference is made to the latest announcement of the Hong Kong Government on the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) in relation to the arrangement of holding of annual general meetings by Companies during the period of the COVID-19.

VOTING BY PROXY IN ADVANCE OF THE ANNUAL GENERAL MEETING

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 Pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxy instead of attending the annual general meeting in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should they subsequently so wish.

PREVENTIVE MEASURES AT THE ANNUAL GENERAL MEETING

The Company will implement the following preventive measures at the annual general meeting to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the annual general meeting venue. Any person with a body temperature of over 37.5 degrees Celsius will be requested to stay in an isolated place for completing the voting procedures;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the annual general meeting venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or had physical contact with any person who to their best of knowledge has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong Government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days. Any person who does not comply with this requirement will be requested to stay in an isolated place for completing the voting procedures;
- (iii) every attendee will be required to wear a surgical face mask throughout the annual general meeting. Please note that no masks will be provided at the annual general meeting venue and attendees should bring and wear their own masks;
- (iv) seating at the annual general meeting will be arranged in a manner to allow for appropriate social distancing; and
- (v) no refreshments will be served and there will be no corporate gifts.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into or required to leave the Annual General Meeting venue at the absolute discretion of the Company.

In the interest of all stakeholders' health and safety and consistent with recent guidelines for prevention and control of the COVID-19 Pandemic, the Company reminds all Shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolutions at the annual general meeting instead of attending the annual general meeting in person.

The Company will closely monitor the development of the COVID-19 Pandemic and any regulations or measures introduced or to be introduced by the Hong Kong Government in relation to the COVID-19 Pandemic. The Company will ensure that the annual general meeting will be conducted in compliance with the regulations or measures of the Hong Kong Government and Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the annual general meeting. Further announcements will be made by the Company as soon as possible if there is any update to the preventive measures as mentioned above.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcement(s) and updates on the Annual General Meeting arrangements.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 11th May, 2022 at 10:00 a.m., the notice of which is set out on pages 3 to 7 of this circular
“Articles”	the articles of association of the Company adopted pursuant to the written resolutions passed by the sole Shareholder of the Company on 8th February, 2018 and as amended from time to time
“Board”	the board of Directors of the Company
“close associate(s)”	has the meaning ascribed to this term in the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Tongda Hong Tai Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to this term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	30th March, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	16th March, 2018, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general unconditional repurchase mandate proposed to be granted to the Directors to repurchase Shares up to 10% of the issued Shares as at the date of passing such resolution
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company by written resolutions of the sole Shareholder on 8th February, 2018
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of Tongda Hong Tai Holdings Limited (the “Company”) will be held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 11th May, 2022 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31st December, 2021;
2.
 - (a) To re-elect Mr. Wang Ya Nan as non-executive Director;
 - (b) To re-elect Ms. Leung Pik Kwan as independent non-executive Director;
 - (c) To re-elect Mr. Sun Wai Hong as independent non-executive Director;
3. To authorise the board of Directors (the “Board”) to determine the Directors’ remuneration;
4. To re-appoint the Company’s auditors and to authorise the Board to determine their remuneration;
5. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with share(s) (the “Share(s)”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed the aggregate of (i) 20 per cent. of the number of Shares in issue on the date of passing this resolution and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue on the date of the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the Shares in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon resolutions no. 5(A) and 5(B) as set out in the notice convening this meeting being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution No. 5(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5(B) as set out in the notice convening this meeting, provided that such extended number of Shares shall not exceed 10% of the Shares in issue as at the date of passing this resolution.”

By Order of the Board
Tongda Hong Tai Holdings Limited
WANG YA NAN
Chairman

Hong Kong, 6th April, 2022

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting (i.e. 10:00 a.m. on Monday, 9th May, 2022 (Hong Kong Time)) or any adjournment thereof.
3. The register of members of the Company will be closed from Thursday, 5th May, 2022 to Wednesday, 11th May, 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 4th May, 2022.
4. An explanatory statement regarding resolution Nos. 5(A), 5(B) and 5(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in the relevant sections of the circular dated 6th April, 2022.
5. Under the Company's articles of association, Mr. Wang Ya Nan, Ms. Leung Pik Kwan and Mr. Sun Wai Hong will retire from their office of Directors upon conclusion of the annual general meeting and being eligible offer themselves for re-election.

NOTICE OF ANNUAL GENERAL MEETING

6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 6:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.tongdahongtai.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcement(s) and updates on the Annual General Meeting arrangements.



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)

Executive Directors:

Mr. Wong Ming Li (*Chief Executive Officer*)

Mr. Wong Ah Yu

Mr. Wang Ming Zhi

Non-executive Director:

Mr. Wang Ya Nan (*Chairman*)

Independent non-executive Directors:

Ms. Leung Pik Kwan

Mr. Sun Wai Hong

Mr. Wu Kin San Alfred

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Room 1203

12th Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

6th April, 2022

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING;
PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES
AND ALLOT AND ISSUE NEW SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
AND CLOSURE OF REGISTER OF MEMBERS**

INTRODUCTION

The purpose of this circular is to give you information regarding the ordinary resolutions to repurchase Shares, to allot and issue new Shares, the re-election of Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

Three respective ordinary resolutions will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company (i) to make repurchases on the Stock Exchange of the Company's fully paid up Shares representing up to a maximum of 10% of the existing issued share capital of the Company (ii) to allot and issue new Shares up to 20% of the issued share capital of the Company, and (iii) to increase the number of Shares which the Directors may issue under the general mandate by the number of Shares repurchased under the Repurchase Mandate. Three ordinary resolutions will also be proposed at the Annual General Meeting to re-elect the retired Directors.

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is prepared for such purpose.

EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the proposed grant of the Repurchase Mandate is set out below:

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its memorandum of association and Articles, the Companies Ordinance and the Companies Law to repurchase its own Shares.

(a) Shareholders' approval

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

(b) Source of funds

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Ordinance and the Companies Law. Any repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Ordinance, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or out of the share premium account of the Company, if authorised by the Articles and subject to the Companies Ordinance.

LETTER FROM THE BOARD

(c) Maximum number of Shares to be repurchased and subsequent issues

A maximum of 10% of the Shares in issue at the date of passing the relevant resolution at the Annual General Meeting may be repurchased by the Company on the Stock Exchange.

GENERAL MANDATES TO BE GRANTED TO DIRECTORS TO MAKE ON-MARKET REPURCHASES OF SHARES AND TO ALLOT AND ISSUE NEW SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 25th May 2021, a general mandate was granted to the Directors to allot, issue and deal with Shares and a general mandate was granted to the Directors to repurchase Shares. All the general mandates previously granted will lapse at the conclusion of the Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the general mandate and the Repurchase Mandate as provided under resolutions 5(A) to 5(C) in the notice of the Annual General Meeting.

Ordinary resolution 5(A) contained in the notice of the Annual General Meeting relates to the granting of a general mandate to the Directors to allot and issue new Shares up to a maximum of 20% of the number of Shares in issue at the date of passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of the ordinary resolution 5(A). In addition, subject to the approval by the Shareholders of the ordinary resolution 5(C) contained in the notice of the Annual General Meeting, the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to the 20% general mandate as mentioned above. The Directors have no immediate plan to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme.

Ordinary resolution 5(B) contained in the notice of the Annual General Meeting relates to the granting of the Repurchase Mandate to the Directors to repurchase, on the Stock Exchange, Shares of the Company up to a maximum of 10% of the number of Shares in issue as at the date of the passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (c) of ordinary resolution 5(B).

Ordinary resolution 5(C) contained in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to allot and issue new Shares during the relevant period by adding to it the number of Shares (if any) repurchased under the Repurchase Mandate. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of ordinary resolution 5(A).

LETTER FROM THE BOARD

REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be in the best interests of the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage interest in the Shares of the Company would increase in proportion to the number of Shares repurchased by the Company. The Shares repurchased by the Company under the Repurchase Mandate shall be cancelled automatically. The Directors will only make such repurchases in circumstances where they consider to be beneficial to the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 680,746,914 Shares.

Subject to the passing of ordinary resolution 5(B), the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 68,074,691 Shares, i.e. 10% of the total issued Shares as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

Subject to the passing of ordinary resolution 5(A), the Company would be allowed under the mandate to issue a maximum of 136,149,382 Shares, i.e. 20% of the total issued Shares as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from the Company's internal resources or working capital facilities.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, Articles and the applicable laws of the Cayman Islands.

LETTER FROM THE BOARD

Taking into account the current working capital position of the Company, there may be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	0.293	0.284
April	0.305	0.256
May	0.276	0.248
June	0.260	0.211
July	0.260	0.197
August	0.202	0.171
September	0.223	0.161
October	0.176	0.158
November	0.163	0.138
December	0.159	0.139
2022		
January	0.169	0.143
February	0.159	0.123
March (up to and including the Latest Practicable Date)	0.131	0.106

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

LETTER FROM THE BOARD

As at the Latest Practicable Date, and on the date assuming that the Repurchase Mandate had been exercised in full, Landmark Worldwide Holdings Limited, Wang Ya Nan, Wang Ya Hua, Wong Ah Yeung, and Wong Ah Yu (collectively, the “Parties”) are as follows:

Name	<i>Notes</i>	Number of Shares	Current percentage of total number of Shares	Percentage of total number of Shares (assuming the Repurchase Mandate is exercised in full)
Landmark Worldwide Holdings Limited	1	346,863,814	50.96%	56.61%
Wang Ya Nan		28,959,000	4.25%	4.73%
	2	22,200,000	3.26%	3.62%
Wang Ya Hua		6,841,000	1.00%	1.12%
Wong Ah Yeung		8,947,500	1.32%	1.46%
Wong Ah Yu		7,233,000	1.06%	1.18%

Notes:

1. The entire issued share capital of Landmark Worldwide Holdings Limited is held and beneficially owned as to 25% by each of Messrs Wang Ya Nan, Wang Ya Hua, Wong Ah Yeung and Wong Ah Yu.
2. The entire issued share capital of E-Growth Resources Limited is held and beneficially owned as to 100% by Mr. Wang Ya Nan. Under the SFO, Mr. Wang Ya Nan is deemed to be interested in 22,200,000 Shares held by E-Growth Resources Limited.

On the basis of the current shareholding held by the Parties, if the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged up to the date of the forthcoming Annual General Meeting), the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors do not propose or intend to repurchase Shares which could result in less than the prescribed minimum percentage of Shares held in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the total number of Shares in issue are held in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or that there are insufficient Shares held in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

LETTER FROM THE BOARD

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their respective close associates, presently intends to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

ACTIONS TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 10:00 a.m. on Monday, 9th May, 2022 (Hong Kong Time)) or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. WANG Ya Nan

Position and Experience

Mr. Wang Ya Nan (王亞南), aged 64, is a non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company. He is responsible for overall strategic directions of the Group. He is currently an executive director, the chairman and chief executive officer of Tongda. Mr. Wang Ya Nan has joined Tongda since December 1988 and has been an executive director of Tongda since September 2000, and he is mainly responsible for the overall strategic planning and business development of Tongda. He was appointed as a non-executive Director of the Group on 19 April 2016. He has over 35 years' experience in the electronics and electrical industry. He graduated with an Executive Master of Business Administration degree from Xiamen University in December 2012 and serves as a member of the Standing Committee of the Chinese People's Political Consultative Conference.

LETTER FROM THE BOARD

Length of service

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Relationships

He is a brother of Mr. Wong Ah Yu, an executive Director and uncle of Mr. Wong Ming Li, an executive Director and brother of Mr. Wong Ah Yeung and Mr. Wang Ya Hua, each of which a substantial shareholder.

Interests in Shares

- (a) He was deemed to be interested in 346,863,814 Shares, representing approximately 50.96% of the issued share capital of the Company, which were held by Landmark Worldwide Holdings Limited; he was deemed to be interested in 22,200,000 Shares, representing approximately 3.26% of the issued share capital of the Company, which were held by E-Growth Resources Limited:
- (b) He was directly interested in 28,959,000 Shares, representing approximately 4.25% of the issued share capital of the Company.

Save as disclosed above, Mr. Wang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Wang is not entitled to a director's fee of (which is covered by the letter of appointment), which is determined by the Board at the recommendation of the remuneration committee of the Board with reference to his experience, responsibilities, workload, time devoted to the Group and performance of the Group. He is also entitled to receive a discretionary management bonus of an amount to be recommended by the Remuneration Committee of the Company and determined by majority of the Board upon completion of every 12 months of service. Mr. Wang is also eligible to participate in the share option scheme of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

(2) Ms. LEUNG Pik Kwan

Position and Experience

Ms. Leung Pik Kwan (梁碧君), aged 43, was appointed as an independent non-executive Director on 8 February 2018. She is also the chairman of the audit committee (the “Audit Committee”) and the remuneration committee (the “Remuneration Committee”) of the Company and a member of the Nomination Committee. Ms. Leung is currently a certified public accountant practising as a sole proprietor and provides audit and assurance services. Ms. Leung obtained a bachelor’s degree of Arts in Accountancy from the Hong Kong Polytechnic University in November 2001. Ms. Leung was admitted as a member of the HKICPA in January 2005 and a practicing member of the HKICPA since 2009.

Ms. Leung commenced her career with Deloitte Touche Tohmatsu from September 2001 to August 2006 as a staff accountant and she became a senior accountant before she left. She was a manager in KPMG from February 2007 to May 2008. During her employment with the international accounting firms, Ms. Leung was mainly involved in audit engagements of various manufacturing companies. From June 2008 to December 2010, she worked as financial controller in Kerson Technology Limited and was responsible to solve accounting issues and improve internal control. She has over 15 years of experience in accounting, auditing and financial management.

Length of service

Ms. Leung has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month’s written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Relationships

Ms. Leung does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Interests in Shares

As at the Latest Practicable Date, Ms. Leung did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Director's emoluments

Ms. Leung is entitled to a director's fee of HK\$10,000 per month (which is covered by the letter of appointment), which is determined by the Board at the recommendation of the remuneration committee of the Board with reference to his experience, responsibilities, workload, time devoted to the Group and performance of the Group. She is also entitled to receive a discretionary management bonus of an amount to be recommended by the remuneration committee of the Company and determined by majority of the Board upon completion of every 12 months of service. Ms. Leung is also eligible to participate in the share option scheme of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Ms. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Leung that need to be brought to the attention of the Shareholders.

(3) Mr. SUN Wai Hong

Position and Experience

Mr. Sun Wai Hong (孫偉康), aged 36, was appointed as an independent non-executive Director on 8 February 2018. He is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Sun obtained a bachelor's degree of Professional Accountancy from Chinese University of Hong Kong in December 2007. He was admitted as a member of the HKICPA in January 2011.

Mr. Sun was previously employed by Deloitte Touche Tohmatsu from September 2007 to January 2012 and became a senior associate in audit department before he left. He worked as financial analyst at Hutchison Telecommunications (Hong Kong) Limited from February 2012 to April 2013 and then joined the working holiday scheme in Australia from April 2013 to March 2014. He worked as business consultant at Whim Consultatory Limited, a business consulting company from April 2014 to November 2014. Mr. Sun is the co-founder and has been a director of eLabs Company Limited, one of the incubatees of Hong Kong Science and Technology Park, since April 2014 up to the present. He is responsible for its strategic planning, business development, sales and marketing planning, investor and finance management, and product design.

Length of service

Mr. Sun has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date unless terminated by either party with one month's written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

LETTER FROM THE BOARD

Relationships

Mr. Sun does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Interests in Shares

As at Latest Practicable Date, Mr. Sun did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Sun is entitled to a director's fee of HK\$10,000 per month (which is covered by the letter of appointment), which is determined by the Board at the recommendation of the remuneration committee of the Board with reference to his experience, responsibilities, workload, time devoted to the Group and performance of the Group. He is also entitled to receive a discretionary management bonus of an amount to be recommended by the Remuneration Committee of the Company and determined by majority of the Board upon completion of every 12 months of service. Mr. Sun is also eligible to participate in the Share Option Scheme of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders.

When identifying suitable candidates for directorship, the nomination committee of the Company carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set out in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria as set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

LETTER FROM THE BOARD

In considering the re-election of Ms. Leung and Mr. Sun as independent non-executive Director, the Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service. The Board considers that Ms. Leung and Mr. Sun possess rich experience in their industries and are able to provide valuable advices in areas of accounting, finance, legal and/or business to the Company, thus contributing to better corporate governance of the Company. The Board is also of the view that during the tenure of Ms. Leung and Mr. Sun as independent non-executive Director, they have made positive contributions to the Company's strategy, policies and performance with their independent advice, comments, judgment from the perspective of their background coupled with their general understanding of business of the Group. They contribute to the diversity of the Board in age and cultural background. The Board also believes that Ms. Leung and Mr. Sun can commit sufficient time to assume their director's duties.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting which will be held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 11th May, 2022 at 10:00 a.m. is set out on pages 3 to 7 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 10:00 a.m. on Monday, 9th May, 2022 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

The resolutions proposed to be approved at the Annual General Meeting will be taken by poll and an announcement on the results of the Annual General Meeting will be made by the Company following the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 5th May, 2022 to Wednesday, 11th May, 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 4th May, 2022.

RECOMMENDATION

The Directors believe that the general mandate to issue Shares and the Repurchase Mandate are beneficial to the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of ordinary resolutions 5(A), 5(B) and 5(C) to be proposed at the Annual General Meeting.

The ordinary resolutions in relation to the re-election of Directors are proposed for the purpose of complying with the Articles and the Listing Rules respectively. Accordingly, the Directors recommend Shareholders to vote in favor of the above ordinary resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Tongda Hong Tai Holdings Limited
WANG YA NAN
Chairman