

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus of China Ting Group Holdings Limited (the “Company”) dated 30 November, 2005 (the “Prospectus”) for detailed information about the Global Offering before deciding whether or not to invest in the Shares thereby being offered.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) 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.

In connection with the Global Offering, the Global Coordinator or any person acting for it may over-allot or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Global Coordinator or any person acting for it to do this. Should stabilising transactions be effected in connection with the Global Offering, this will be at the absolute discretion of the Global Coordinator and will be effected in accordance with the laws, rules and regulations, including the Securities and Futures (Price Stabilisation) Rules made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Such stabilisation action, if taken, may be discontinued at any time and is required to be brought to an end after a limited period. Pursuant to the Over-allotment Option, the Company may be required to issue and allot at the Offer Price up to an aggregate of 75,000,000 additional Shares, representing 15% of the total number of Shares initially available under the Global Offering, to cover over-allocations in the International Placing and/or the obligations of the Global Coordinator to return securities under the Stock Borrowing Agreement. Such Over-allotment Option is exercisable by the Global Coordinator up to the date which is the 30th day from the last date for lodging applications under the Hong Kong Public Offering. In the event that the Over-allotment Option is exercised, a press announcement will be made.

Unless otherwise defined in this announcement, terms defined in the Prospectus have the same meanings when used in this announcement.



CHINA TING GROUP HOLDINGS LIMITED

華鼎集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares : 500,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 50,000,000 Shares (subject to adjustment)
Number of International Placing Shares : 450,000,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price : Not more than HK\$2.2 per Offer Share and
expected to be not less than HK\$1.8 per Offer Share
(payable in full on application and subject to refund)
Nominal value : HK\$0.10 each
Stock code : 3398

Global Coordinator, Sponsor, Bookrunner and Lead Manager

BNP PARIBAS PEREGRINE

Co-Lead Managers
(in alphabetical order)

BOCI Asia Limited

DBS Asia Capital Limited

Co-Managers
(in alphabetical order)

BCOM Securities Company
Limited

Core Pacific-Yamaichi
International (H.K.) Limited

Guotai Junan Securities
(Hong Kong) Limited

ICEA Capital Limited

Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus (including Shares to be issued pursuant to the Capitalisation Issue, Shares which may fall to be issued upon the exercise of the Over-allotment Option and any Shares which may fall to be issued upon the exercise of the option which has been granted under the Pre-IPO Share Option Deed and any options that may be granted under the Share Option Scheme). Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Thursday, 15 December 2005. Applications for the Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and in the **WHITE** or **YELLOW** Application Forms. It should be noted that multiple or suspected multiple applications or any application for more than 50% of the Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering are liable to be rejected. Only one application on a **WHITE** or **YELLOW** Application Form or by **giving electronic application instructions** to HKSCC may be made for the benefit of any person. Applicants for any Shares under the Hong Kong Public Offering are required to undertake and confirm that they or person(s) for whose benefit they have made the application have not applied for or taken up or indicated an interest in or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any International Placing Shares in the International Placing, nor otherwise participate in the International Placing. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Stock Exchange or any other date as HKSCC chooses. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Company is initially offering 50,000,000 Hong Kong Offer Shares, representing 10% of the total number of Shares initially being offered in the Global Offering, for subscription by way of a public offer in Hong Kong. The Hong Kong Offer Shares are being offered at the Offer Price. The allocation of the Shares between the Hong Kong Public Offering and the International Placing is subject to adjustment as stated in the paragraph headed “Offer mechanism — basis of allocation of Shares” under the section headed “Structure of the Global Offering” in the Prospectus.

Acceptance of all applications for the Shares pursuant to the Hong Kong Public Offering is conditional on the conditions as stated in the section headed “Terms and conditions of the Hong Kong Public Offering” in the Prospectus. The Offer Price is expected to be determined by the Company and the Global Coordinator (on behalf of the Underwriters) on or before Friday, 9 December 2005. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.2 for each Hong Kong Offer Share together with 1% brokerage, 0.005% SFC transaction levy, 0.002% investor compensation levy and 0.005% Stock Exchange trading fee. If, based on the level of interests expressed by prospective professional and institutional investors during the book-building process, the Global Coordinator (on behalf of the Underwriters, and with the consent of the Company) thinks it appropriate, the indicative Offer Price range may be reduced below that stated in the Prospectus at any time prior to the morning of the last day for lodging applications. In such case, a notice of reduction of the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Global Offering. If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the Offer Price is so reduced, such applications cannot subsequently be withdrawn. If, for any reason, the Offer Price is not agreed between the Company and the Global Coordinator (on behalf of the Underwriters) on or before Friday, 9 December 2005, the Global Offering will not become unconditional and will lapse. If the Global Offering does not proceed or lapse, further announcements will be made.

If the conditions of Global Offering are not fulfilled in accordance with the section headed “Structure of the Global Offering— Conditions” in the Prospectus on or before Thursday, 29 December 2005, all application monies will be returned, without interest, on the terms set out in the section headed “How to apply for the Hong Kong Offer Shares” in the Prospectus. Refund cheques will be issued in respect of wholly or partially unsuccessful applications and in respect of successful applications if the Offer Price as finally determined is less than the price payable on application. Applicants for 1,000,000 Shares or more under the Hong Kong Public Offering and have indicated in their Application Forms that they wish to collect refund cheques and (where applicable) share certificates (for applicants using **WHITE** Application Forms only) in person from the Company’s Hong Kong Branch Share Registrar may collect refund cheques and (where applicable) share certificates in person from the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at **3rd Floor, Futura Plaza, 111–113 How Ming Street, Kwun Tong, Kowloon**, from 9:00 a.m. to 1:00 p.m. on Wednesday, 14 December 2005. Identification and (where applicable) authorisation documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection. Applicants being individuals who opt for personal collection cannot authorise any other person to make collection on their behalf. Corporate applicants who opt for personal collection must attend by their authorised representatives bearing letters of authorisation from the corporation stamped with the corporation’s chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited. Uncollected share certificates and (where applicable) refund cheques will be despatched by ordinary post at the applicants’ own risk to the addresses specified in the relevant Application Forms. Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (i) the Global Offering has become unconditional; and (ii) the right of termination as described in the section headed “Underwriting — Grounds for termination” in the Prospectus has not been exercised thereto and has lapsed.

Applicants who would like the Hong Kong Offer Shares to be registered in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Hong Kong Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock account should either (i) complete and sign the **YELLOW** Application Forms or (ii) **give electronic application instructions** to HKSCC via CCASS.

Obtaining a copy of the Prospectus and Application Forms

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 30 November 2005 until 12:00 noon on Thursday, 8 December 2005 at:

1. any participant of The Stock Exchange of Hong Kong Limited; or
2. any of the following addresses:

BNP Paribas Peregrine Capital Limited	61st Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;
BCOM Securities Company Limited	3rd Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong;
BOCI Asia Limited	26/F, Bank of China Tower, 1 Garden Road Central, Hong Kong;
Core Pacific-Yamaichi International (H.K.) Limited	36/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong;
DBS Asia Capital Limited	22nd Floor, The Center, 99 Queen's Road Central, Hong Kong;
Guotai Junan Securities (Hong Kong) Limited	27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong;
ICEA Capital Limited	26/F, ICBC Tower, 3 Garden Road, Central, Hong Kong; or

3. any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

Branches	Address
Hong Kong Island	
Des Voeux Road	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central, Hong Kong
88 Des Voeux Road Central	88 Des Voeux Road Central, Central, Hong Kong Shop no. 16, G/F and Lower G/F, New World Tower, 16–18 Queen's Road Central, Central, Hong Kong
Hennessy Road	399 Hennessy Road, Wanchai, Hong Kong
Leighton Centre	Shop 12–16, UG/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong
Quarry Bay	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay, Hong Kong
Kowloon	
Mongkok	Shop B, G/F, 1/F & 2/F, 617–623 Nathan Road, Mongkok, Kowloon
Tsimshatsui	G/F, 10 Granville Road, Tsimshatsui, Kowloon
Cheung Sha Wan	828 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon
Kwun Tong	88–90 Fu Yan Street, Kwun Tong, Kowloon
New Territories	
Tsuen Wan	Shop C G/F & 1/F, Jade Plaza, no. 298 Sha Tsui Road, Tsuen Wan, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours in the same period from:

1. the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or
2. the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128–140 Queen’s Road Central, Hong Kong.

Both **WHITE** and **YELLOW** Application Forms completed in all respects (to which one cheque or banker’s cashier order should be securely attached and made payable to Horsford Nominees Limited — China Ting Public Offer) should be deposited in the special collection boxes provided at any of the branches of **Standard Chartered Bank (Hong Kong) Limited** under the section “How to Apply for the Hong Kong Offer Shares — Where to collect the Application Forms” at the following times on the following dates:

Wednesday, 30 November 2005	—	9:00 a.m. to 4:00 p.m.
Thursday, 1 December 2005	—	9:00 a.m. to 4:00 p.m.
Friday, 2 December 2005	—	9:00 a.m. to 4:00 p.m.
Saturday, 3 December 2005	—	9:00 a.m. to 12:00 noon
Monday, 5 December 2005	—	9:00 a.m. to 4:00 p.m.
Tuesday, 6 December 2005	—	9:00 a.m. to 4:00 p.m.
Wednesday, 7 December 2005	—	9:00 a.m. to 4:00 p.m.
Thursday, 8 December 2005	—	9:00 a.m. to 12:00 noon

Applications by giving electronic application instructions to HKSCC

Investors can apply for Shares by **giving electronic application instructions** to HKSCC as follows:

1. CCASS Investor Participants can **give electronic application instructions** to HKSCC through the CCASS Phone System by calling (852) 2979 7888 or through the CCASS Internet System (<http://ip.ccass.com>) (according to the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants if they go to the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128–140 Queen’s Road Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Service Centre of HKSCC; and
2. those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Broker Participants or CCASS Custodian Participants to **give electronic application instructions** to HKSCC via CCASS terminals to apply for Hong Kong Offer Shares.

CCASS Broker/Custodian Participants should input **electronic application instructions** at the following times on the following dates:

Wednesday, 30 November 2005	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 1 December 2005	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 2 December 2005	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 3 December 2005	—	9:00 a.m. to 3:00 p.m.⁽¹⁾
Monday, 5 December 2005	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 6 December 2005	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 7 December 2005	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 8 December 2005	—	9:00 a.m.⁽¹⁾ to 12:00 noon

⁽¹⁾ These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Broker/Custodian Participants.

CCASS Investor Participants should input **electronic application instructions** from 9:00 a.m. on Wednesday, 30 November 2005 until 12:00 noon on Thursday, 8 December 2005 (24 hours daily, except the last application day).

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications must be received no later than 12:00 noon on Thursday, 8 December 2005. The application lists will open from 11:45 a.m. to 12:00 noon on Thursday, 8 December 2005 (or if the application lists are not open on that day, by the time and date stated in the sub-paragraph entitled “How to Apply for the Hong Kong Offer Shares — Effect of Bad Weather Conditions on the opening of the Application Lists” in the Prospectus). Please see the section entitled “How to Apply for the Hong Kong Offer Shares” in the Prospectus for further details. The Company will not issue temporary documents of title. No receipt will be issued for application monies paid.

The total number of Shares available under the Hong Kong Public Offering (after taking into account of any adjustment in the number of Offer Shares allocated between the International Placing and the Hong Kong Public Offering) is to be divided equally into two pools for allocation purposes: pool A and pool B. The Shares in pool A will be allocated on an equitable basis to applicants who have applied for Shares with an aggregate subscription price of HK\$5 million (excluding brokerage fee, SFC transaction levy, investor compensation levy and Stock Exchange trading fee payable) or less. The Shares in pool B will be allocated on an equitable basis to applicants who have applied for Shares with an aggregate subscription price of more than HK\$5 million (excluding brokerage fee, SFC transaction levy, investor compensation levy and Stock Exchange trading fee payable) and up to the value of pool B. Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Shares in one (but not both) of the pools are undersubscribed, the surplus Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly. Applicants can only receive an allocation of the Shares from either pool A or pool B but not from both pools. It should be noted that multiple applications or suspected multiple applications or any application for more than 25,000,000 Hong Kong Offer Shares, being 50% of the Hong Kong Offer Shares, will be rejected.

The Offer Price, the indications of the levels of interest in the International Placing, the results of the Hong Kong Public Offering and the basis of allotment of the Hong Kong Offer Shares available are expected to be announced on Wednesday, 14 December 2005, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese). The results of allocations of the Hong Kong Offer Shares will include the Hong Kong Identity Card numbers, passport numbers or Hong Kong business registration numbers (where applicable) of successful applicants and the number of the Hong Kong Offer Shares successfully applied for.

If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, 14 December 2005 or such other date as shall be determined by HKSCC or HKSCC Nominees. For CCASS Investor Participants, immediately after the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your stock account. For further details, please refer to the section entitled "How to Apply for the Hong Kong Offer Shares" in the Prospectus.

As at the date of this announcement, the executive Directors are Mr. TING Man Yi, Mr. TING Hung Yi, Mr. DING Jianer and Mr. WONG Sin Yung and the independent non-executive Directors are Dr. CHENG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit.

By order of the Board
TING Man Yi
Chairman

Hong Kong, 30 November 2005

*Please also refer to the published version of this announcement in **South China Morning Post**.*