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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

**Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.**

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**CHINA TING GROUP HOLDINGS LIMITED**

**華鼎集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3398)**

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at China Ting Industrial Complex, 56 Beisha East Road, Linping Industrial Area, Yuhang District, Hangzhou, China on 26 May 2011 at 10:30 a.m. or any adjournment thereof is set forth in Appendix III to this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the annual general meeting 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 or any adjourned meeting should you so wish.

20 April 2011

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

- “AGM”** means the annual general meeting of the Company to be held at China Ting Industrial Complex, 56 Beisha East Road, Linping Industrial Area, Yuhang District, Hangzhou, China on 26 May 2011 at 10:30 a.m. or any adjournment thereof;
- “AGM Notice”** means the notice convening the AGM as set forth in Appendix III to this circular;
- “Articles”** means the articles of association of the Company;
- “associates”** has the same meaning as ascribed thereto under the Listing Rules;
- “Board”** means the board of Directors or a duly authorized committee thereof for the time being;
- “Company”** means China Ting Group Holdings Limited (華鼎集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange;
- “Designated Stock Exchange”** means a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;
- “Directors”** means the directors of the Company for the time being and from time to time;
- “General Mandates”** means the Share Issue Mandate and the Share Repurchase Mandate;
- “Group”** means the Company and its subsidiaries;
- “HK\$”** means Hong Kong dollars, the lawful currency of Hong Kong;
- “Hong Kong”** means the Hong Kong Special Administrative Region of the People’s Republic of China;
- “Latest Practicable Date”** means 15 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
- “Listing Rules”** means the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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<b>“Ordinary Resolution(s)”</b>	means the proposed ordinary resolution(s) as referred to in paragraph 5 of the AGM Notice;
<b>“SFO”</b>	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
<b>“Share(s)”</b>	means the share(s) of HK\$0.10 each in the capital of the Company (or of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
<b>“Share Issue Mandate”</b>	means the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
<b>“Share Repurchase Mandate”</b>	means the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
<b>“Shareholder(s)”</b>	means the holder(s) of the Share(s);
<b>“Stock Exchange”</b>	means The Stock Exchange of Hong Kong Limited;
<b>“Takeovers Code”</b>	means Hong Kong Code on Takeovers and Mergers; and
<b>“%”</b>	means per cent.

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## **RESPONSIBILITY STATEMENT**

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This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.



**CHINA TING GROUP HOLDINGS LIMITED**

**華鼎集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3398)**

*Executive Directors:*

Mr. TING Man Yi (*Chairman*)  
Mr. TING Hung Yi  
Mr. DING Jianer  
Mr. CHEUNG Ting Yin, Peter

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent non-executive Directors:*

Dr. CHENG Chi Pang  
Mr. WONG Chi Keung  
Mr. LEUNG Man Kit

*Head office and principal place of business  
in Hong Kong:*

28th Floor, Futura Plaza  
111–113 How Ming Street  
Kwun Tong  
Kowloon  
Hong Kong

20 April 2011

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the Share Issue Mandate, the Share Repurchase Mandate, the proposed re-election of the retiring Directors and to seek your approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. SHARE ISSUE MANDATE

At the AGM, the Ordinary Resolution no. 5(A) will be proposed for the Shareholders to consider and, if thought fit, approve the grant of a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 5(A) up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(A). In addition, Ordinary Resolution no. 5(C) will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,096,068,000 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 419,213,600 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 5(A) and 5(C) as referred to in the AGM Notice.

These mandates will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolutions nos. 5(A) and 5(C) respectively is revoked or varied by an ordinary resolution of the Shareholders.

### 3. SHARES REPURCHASE MANDATE

At the AGM, the Ordinary Resolution no. 5(B) will be proposed for the Shareholders to consider and, if thought fit, approve the grant of a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 5(B) up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(B). The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,096,068,000 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of

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## LETTER FROM THE BOARD

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Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 209,606,800 Shares.

An explanatory statement as required under Rule 10.06 of the Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular. The Share Repurchase Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolution no. 5(B) is revoked or varied by an ordinary resolution of the Shareholders.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

Article 86(2) of the Articles provides that the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Pursuant to Article 86(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill in casual vacancy on the Board or as an addition to the existing Board. Any director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 87 of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company provided that every Director shall be subject to retirement at least once every three years and shall then be eligible for re-election.

Any Director appointed pursuant to Article 86(2) or Article 86(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Article 87 of the Articles, the following Directors, namely, Mr. TING Man Yi, Mr. TING Hung Yi, and Dr. CHENG Chi Pang will retire at the AGM and, being eligible, would offer themselves for re-election. Details of such retiring Directors are set forth in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 5. AGM

Set out in Appendix III to this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of retiring Directors.

### 6. PROXY ARRANGEMENT

A form of proxy for the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 7. VOTING BY WAY OF A POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, pursuant to Article 66 of the Articles, the Chairman shall exercise his power to demand a poll for all the proposed resolutions of the Company at the AGM.

### 8. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**TING Man Yi**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.*

## **1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the main board of the Stock Exchange to purchase their securities subject to certain restrictions.

## **2. SHAREHOLDERS' APPROVAL**

All proposed repurchases of securities on the Stock Exchange 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 a specific approval for a particular transaction.

## **3. THE REPURCHASE PROPOSAL**

The resolution set out as Ordinary Resolution No. 5(B) relates to the granting of a general and unconditional mandate to the Directors to repurchase on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the resolution.

As at the Latest Practicable Date, there were 2,096,068,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 209,606,800 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company; the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **4. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## 5. FUNDING OF REPURCHASE

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any purchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the purchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

As compared with the financial position of the Company as at 31 December 2010 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICE

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

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2010	1.55	1.42
May 2010	1.46	1.12
June 2010	1.27	1.13
July 2010	1.32	1.09
August 2010	1.33	1.15
September 2010	1.41	1.19
October 2010	1.35	1.23
November 2010	1.45	1.20
December 2010	1.38	1.23
January 2011	1.42	1.23
February 2011	1.30	1.15
March 2011	1.24	1.09
April 2011 (up to the Latest Practicable Date)	1.20	1.10

**7. GENERAL INFORMATION AND UNDERTAKINGS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company or any of its subsidiaries, or has undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum of association and the Articles.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

There was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company during the six months prior to the Latest Practicable Date.

**9. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Longerview Investments Limited, being the substantial Shareholder (as defined in the Listing Rules) of the Company, together with its associates, was beneficially interested in 1,490,000,000 Shares representing approximately 71.09% of the issued share capital of the Company. In the event that the Directors exercise the Share Repurchase Mandate in full in accordance with the terms of the Ordinary Resolution no. 5(B) to be proposed at the AGM, the interests of Longerview Investments Limited, together with its associates, in the Company would be increased to approximately 78.98% of the issued share capital, which will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but will reduce the amount of Shares held by the public to below 25% of the total issued share capital of the Company.

The Directors have no intention to exercise the Share Repurchase Mandate to the extent that the purchase would result in the amount of Shares being held by the public to fall below 25% of the total issued share capital of the Company nor to the extent that would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

*The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.*

**A. MR. TING MAN YI**

**Executive Director**

*Experience*

**Mr. TING Man Yi**, aged 54, is the Chairman of the Group and an executive Director. Mr. TING started the business of the Group in December 1992 and has considerable experience in the silk fabric and silk garment manufacturing and trading business. Prior to establishing the initial company of the Group, Mr. TING worked for Hangzhou Silk Industrial Company (杭州市絲綢工業公司) from 1981 to 1986. Mr. TING is currently responsible for the overall strategic planning of the Group, especially in overseeing the expansive manufacturing industrial complex in Hangzhou, as well as the planning and implementation of major new investments and projects of the Group.

Save as disclosed above, Mr. TING did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

The renewed term of service of Mr. TING is 3 years commencing from 18 November 2008. The term of office of Mr. TING shall continue after the expiration of the initial term until at least 6 months' prior written notice or payment of 6 months' salary in lieu of such notice by either Mr. TING or the Company to terminate the same.

*Relationships*

Mr. TING is the elder brother of Mr. TING Hung Yi and Mr. DING Jianer, both executive Directors, and the younger brother of Ms. DING Yinger, the general manager (finance) of the Group in China. Mr. TING holds the entire issued share capital in Firmsuccess Limited which holds 41.5% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 71.09% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. TING has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. TING, through Firmsuccess Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the ultimate controlling shareholder (as defined in the Listing Rules) of the Company.

*Directors' emoluments*

Under the renewed service contract entered into between Mr. TING and the Company on 18 November 2008, Mr. TING is currently entitled to an annual salary of HK\$3,000,000 (subject to annual review by the remuneration committee of the Board and any annual increment shall not be more than 15% of the annual salary for the immediately preceding year). In addition, Mr. TING may also be entitled to a management bonus of such amount by reference to the audited consolidated net profits of the Group after taxation and minority interests but before extra ordinary items (the "Net Profits") in respect of each complete financial year of the Company during which his appointment hereunder subsists, provided that the aggregate amount of the management bonus payable to all members of the Board (other than the independent non-executive Directors of the Company) in respect of any financial year of the Group shall not exceed 4% of the Net Profits for the relevant financial year.

The Company's policies concerning remuneration of the Directors are as follows:

- (i) the amount of remuneration is determined by the remuneration committee of the Board on the basis of the relevant Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the Directors under their remuneration arrangement; and
- (iii) the Directors may be granted, at the discretion of the Board with the endorsement of the remuneration committee of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration package.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. TING that need to be brought to the attention of the Shareholders.

**B. MR. TING HUNG YI****Executive Director***Experience*

**Mr. TING Hung Yi**, aged 50, is the Chief Executive Officer of the Group and an executive Director. Mr. TING joined the Group in May 2002 and is principally responsible for the strategic development of the Group's OEM, ODM, and retail businesses. Prior to joining the Group, Mr. TING was the general manager of a trading company in Hong Kong between 1991 and 2002. Mr. TING graduated from Zhejiang Sci-Tech University (浙江理工大學), formerly known as Zhejiang Institute of Silk Textiles (浙江絲綢工學院), in 1987 and has over 20 years of experience in the operations of garment export.

Save as disclosed above, Mr. TING did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

The renewed term of service of Mr. TING is 3 years commencing from 18 November 2008. The term of office of Mr. TING shall continue after the expiration of the initial term until at least 6 months' prior written notice or payment of 6 months' salary in lieu of such notice by either Mr. TING or the Company to terminate the same.

*Relationships*

Mr. TING is the younger brother of Mr. TING Man Yi, the Chairman of the Group, Mr. DING Jianer, an executive Director, and Ms. DING Yinger, the general manager (finance) of the Group in China. Mr. TING holds the entire issued share capital in In Holdings Limited which holds 40.5% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 71.09% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. TING has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. TING, through In Holdings Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the ultimate controlling shareholder (as defined in the Listing Rules) of the Company.

*Directors' emoluments*

Under the renewed service contract entered into between Mr. TING and the Company on 18 November 2008, Mr. TING is currently entitled to an annual salary of HK\$3,000,000 (subject to annual review by the remuneration committee of the Board and any annual increment shall not be more than 15% of the annual salary for the immediately preceding year). In addition, Mr. TING may also be entitled to a management bonus of such amount by reference to the Net Profits in respect of each complete financial year of the Company during which his appointment hereunder subsists, provided that the aggregate amount of the management bonus payable to all members of the Board (other than the independent non-executive Directors of the Company) in respect of any financial year of the Group shall not exceed 4% of the Net Profits for the relevant financial year.

Please refer to the sub-paragraph headed "Directors' emoluments" under the paragraph headed "A. Mr. TING Man Yi" above in this Appendix for the Company's policies concerning remuneration of the Directors.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. TING that need to be brought to the attention of the Shareholders.

**C. DR. CHENG CHI PANG****Independent Non-Executive Director***Experience*

**Dr. CHENG Chi Pang**, aged 53, was appointed as an independent non-executive Director in November 2005. Dr. CHENG obtained a Bachelor's Degree in Business in 1992, a Master's Degree in Business Administration in 1997, an Honorary Doctorate Degree of Philosophy in Business Management in 2003 and a Master's Degree in Laws (Chinese and Comparative Law) in 2009. Dr. CHENG is an associate member of the Hong Kong Institute of Certified Public Accountants, the Australian Society of Certified Practising Accountants, the Taxation Institute of Hong Kong and an associate member of the Institute of Chartered Accountants in England and Wales.

Dr. CHENG is a certified public accountant practicing in Hong Kong with over 30 years of experience in auditing and business advisory as well as financial management. Dr. CHENG was the chief executive officer and group financial controller of NWS Holdings Limited ("NWSH"), the shares of which are listed on the Stock Exchange. Prior to joining the NWSH, he was a senior manager of an international accounting firm. Dr. Cheng is now the senior partner of Leslie Cheng & Co. as well as an independent non-executive director and chairman of audit committee

of each of Nine Dragons Paper (Holdings) Limited, Tianjin Port Development Holdings Limited and Fortune Sun (China) Holdings Limited, all being companies listed on the Stock Exchange, and the chief executive officer of L&E Consultants Limited. Dr. CHENG is currently a non-executive director of Wai Kee Holdings Limited and Build King Holdings Limited, which are companies listed on the Stock Exchange.

Save as disclosed above, Dr. CHENG did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of Service*

Dr. CHENG entered into a letter of appointment with the Company pursuant to which he was appointed as an independent non-executive director for a term of 3 years commencing from 18 November 2008. During the term of appointment either Dr. CHENG or the Company may terminate the term of appointment by giving the other at least 3 months' written notice by Dr. CHENG to terminate the same. The Company may at any time by summary notice in writing terminate the same if Dr. CHENG commits any breach of any of his material obligations and/or undertakings under the letter of appointment or commits an act of bankruptcy or commits any act which would under any applicable laws, permit the Company to terminate his appointment.

#### *Relationships*

Dr. CHENG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

#### *Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Dr. CHENG was interested in the underlying 1,000,000 Shares resulting from the options granted to him by the Company pursuant to the share option scheme of the Company adopted on 18 November 2005. Dr. CHENG was also interested in 200,000 Shares of the Company.

#### *Directors' emoluments*

Under the renewed letter of appointment entered into between Dr. CHENG and the Company on 13 November 2008, Dr. CHENG is currently entitled to director's fees in the sum of HK\$20,000 per month or such higher sum as the remuneration committee of the Company may from time to time decide.

Please refer to the sub-paragraph headed "Directors' emoluments" under the paragraph headed "A. Mr. TING Man Yi" above in this Appendix for the Company's policies concerning remuneration of the Directors.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Dr. CHENG that need to be brought to the attention of the Shareholders.

**CHINA TING GROUP HOLDINGS LIMITED****華鼎集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3398)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Ting Group Holdings Limited (the “**Company**”) will be held at China Ting Industrial Complex, 56 Beisha East Road, Linping Industrial Area, Yuhang District, Hangzhou, China on 26 May 2011 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “**Director(s)**”) of the Company and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2010.
2. To declare a special dividend of HK1.85 cents per Share and a final dividend of HK2.90 cents per Share for the year ended 31 December 2010.
3. (A) (i) to re-elect Mr. TING Man Yi as an executive Director.  
(ii) to re-elect Mr. TING Hung Yi as an executive Director.  
(iii) to re-elect Dr. CHENG Chi Pang as an independent non-executive Director.  
(B) to authorize the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
4. To re-appoint Auditors and to authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) “**THAT:**
  - (i) subject to paragraph (iii) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the

share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this Resolution:
  - (aa) “**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;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association (the “**Articles**”) of the Company or any applicable laws to be held; or
    - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.
  - (bb) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital 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 in the Company (subject to such exclusions 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the number of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:
  - “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
    - (aa) the conclusion of the next annual general meeting of the Company;
    - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or
    - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”

- (C) “**THAT** conditional upon Resolutions No. 5(A) and 5(B) above being passed, the general mandate granted to the Directors of the Company to allot, issue or otherwise deal with additional shares pursuant to Resolution No. 5(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution No. 5(B).”

By Order of the Board  
**CHENG Ho Lung, Raymond**  
*Company Secretary*

Hong Kong, 20 April 2011

**Notes:**

- (1) A form of proxy for the annual general meeting of the Company to be held on 26 May 2011 is enclosed.
- (2) Any member entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the annual general meeting of the Company. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.
- (4) In case of joint holders of any Share, any one of such joint holders may vote at the annual general meeting of the Company, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Monday, 23 May 2011 to Thursday, 26 May 2011, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for entitlement to the proposed special and final dividend for the year ended 31 December 2010 and determine the entitlement to attend and vote at the Annual General Meeting, all transfers of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company’s branch share registrar in Hong

Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 20 May 2011.

- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company, information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting, will be despatched to the shareholders of the Company on 20 April 2011.
- (7) As at the date of this notice, the executive Directors are Mr. TING Man Yi (Chairman), Mr. TING Hung Yi (Chief Executive Officer), Mr. DING Jianer, Mr. CHEUNG Ting Yin, Peter, and the independent non-executive Directors are Dr. CHENG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit.