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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: 03398)

DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTY

BACKGROUND INFORMATION

On 29 November 2012, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Provisional Agreement with the Vendor, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Property at a consideration of HK\$127,131,300. Pursuant to the terms of the Provisional Agreement, the Purchaser and the Vendor will enter into a formal agreement for the Acquisition on or before 12 December 2012.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios set forth in Chapter 14 of the Listing Rules are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

THE ACQUISITION

On 29 November 2012, the Purchaser entered into the Provisional Agreement with the Vendor, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Property at a consideration of HK\$127,131,300.

SUMMARY OF TERMS OF THE PROVISIONAL AGREEMENT

The following sets forth a summary of the principal terms and conditions of the Provisional Agreement:-

Date: 29 November 2012.

Purchaser: China Ting Garment MFG (Group) Limited (華鼎製衣(集團)有限公司), a wholly-owned subsidiary of the Company.

Vendor (as confirmer):	Prolong Rich Limited, a property holding company incorporated in Hong Kong with limited liability. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.
Property:	Offices A, B, C, D, E, F, G, H, J and K on 27th Floor, car park spaces no. 11, 12 and 13 on 1st Floor, car park spaces no. 33 and 34 on 2nd Floor, King Palace Plaza, No. 55 King Yip Street, Kowloon, Hong Kong
Consideration:	HK\$127,131,300
Payment:	An initial deposit of HK\$6,356,565 has been paid upon signing of the Provisional Agreement. A further deposit of HK\$6,356,565 shall be paid upon signing of the formal sub-sale and purchase agreement (the " Formal Agreement ") which is expected to take place on or before 12 December 2012. The balance of the consideration, being HK\$114,418,170 shall be paid on completion of the Acquisition.
Completion:	On or before 31 May 2013 or subject to the mutual agreement amongst the Purchaser, the Vendor, and the Head Vendor, the completion of the Acquisition may occur on or before 28 February 2013.
Others:	The Property is sold to the Purchaser on an "as is" basis. Upon completion, the Vendor shall deliver vacant possession of the Property to the Purchaser. The Vendor shall, at the request and at the expense of the Purchaser and upon signing of the Formal Agreement, execute an irrevocable power of attorney in favour of the Purchaser empowering the Purchaser, inter alia, to carry out all or any of the provisions in the Provisional Agreement, Formal Agreement and/or the Principal Agreements. The Formal Agreement shall be subject to and with the benefit of the Principal Agreements.

REASONS FOR THE ACQUISITION

The Group is principally engaged in the business of garment manufacturing for export and retailing branded fashion and apparel items in the PRC.

The Directors intend to occupy the Property as one of the office premises for the Group. The Directors consider that the Acquisition will benefit the Group by (a) enhancing the Group's fixed asset base; and (b) allowing the Group to save office rental expenses.

The consideration for the Acquisition was determined after arm's length negotiations between the Purchaser and the Vendor with reference to the market value of similar properties in similar locations.

The Acquisition will be funded by a combination of internal resources of the Group and banking facility.

The Directors (including the independent non-executive Directors) are of the view that the terms of acquisition in the Provisional Agreement including the consideration are on normal commercial terms, and are fair and reasonable and in the interests of the Company and shareholders of the Company as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios set forth in Chapter 14 of the Listing Rules are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

DEFINITIONS USED IN THIS ANNOUNCEMENT

Unless the context requires otherwise, the capitalised terms used herein shall have the following meanings:-

“Acquisition”	the acquisition of the Property by the Purchaser from the Vendor (as confirmer) pursuant to the terms of the Provisional Agreement;
“Board”	the board of Directors;
“Company”	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, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Head Vendor”	the current owner of the Property and an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	third party(ies) who is/are independent of and not connected with the Company and its connected persons, or any of their respective associates as defined in the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Principal Agreements”	the two sale and purchase agreements dated 25 October 2012 entered into between the Vendor (as purchaser) and the Head Vendor (as vendor) in relation to the acquisition of the Property;
“Property”	the property consisting of offices A, B, C, D, E, F, G, H, J and K on 27th Floor, car park spaces no. 11, 12 and 13 on 1st Floor, car park spaces no. 33 and 34 on 2nd Floor, King Palace Plaza, No. 55 King Yip Street, Kowloon, Hong Kong;
“Provisional Agreement”	the provisional sub-sale and purchase agreement dated 29 November 2012 entered into between the Purchaser and the Vendor (as confirmor) in relation to the Acquisition;
“Purchaser”	China Ting Garment MFG (Group) Limited (華鼎製衣(集團)有限公司), a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Prolong Rich Limited, as confirmor, a property holding company incorporated in Hong Kong with limited liability; and
“%”	per cent.

By order of the Board of
China Ting Group Holdings Limited
TING HUNG YI
Chief Executive Officer

Hong Kong, 29 November 2012

As of the date of this announcement, the executive Directors are Mr. TING Man Yi, Mr. TING Hung Yi, Mr. DING Jianer and 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.