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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).

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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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This circular is despatched together with the annual report of China Ting Group Holdings Limited which comprises, among other things, the directors' report, the auditor's report and the financial statements of China Ting Group Holdings Limited for the year ended 31 December 2014.

A notice convening 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 22 May 2015 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 accompanying form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

22 April 2015

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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 22 May 2015 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 authorised 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;
- “Hong Kong”** means the Hong Kong Special Administrative Region of the People’s Republic of China;
- “Latest Practicable Date”** means 17 April 2015, 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;
- “Ordinary Resolution(s)”** means the proposed ordinary resolution(s) as referred to in paragraph 4 of the AGM Notice;

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## DEFINITIONS

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|                                   |   |
|-----------------------------------|---|
| <b>“Register of Members”</b>      | means the register of members of the Company maintained by the Registrar in Hong Kong;  |
| <b>“Registrar”</b>                | means the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;  |
| <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 exercise all powers of the Company 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 empower the Directors to exercise all powers of the Company to repurchase 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 Codes”</b>          | means the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended or supplemented from time to time; and   |
| <b>“%”</b>                        | means percent.  |

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**EXPECTED TIMETABLE**

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Dispatch of this circular and notice of the AGM . . . . . Wednesday, 22 April 2015

Last time for lodging transfer forms of Shares  
to qualify for entitlements to attend and  
vote at the AGM . . . . . 4:30 p.m. on Tuesday, 19 May 2015

Closure of Register of Members  
(both dates inclusive) . . . . . from Wednesday, 20 May 2015 to  
Friday, 22 May 2015

Latest time for lodging forms of proxy for the AGM  
(in any event not less than 48 hours before the time  
appointed for holding the AGM or  
any adjournment thereof) . . . . . 10:30 a.m.  
on Wednesday, 20 May 2015

Date and time of the AGM . . . . . 10:30 a.m.  
on Friday, 22 May 2015



**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 (*Chief Executive Officer*)  
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:*

27th Floor, King Palace Plaza  
55 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

22 April 2015

*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 annual general meeting of the Company held on 23 May 2014, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 419,963,600 Shares representing 20% of the issued share capital of the Company as at that date. Such mandate will lapse at the conclusion of the forthcoming AGM.

At the AGM, the Ordinary Resolution no. 4(A) will therefore be proposed for the Shareholders to consider and, if thought fit, approve a new general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 4(A) up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 4(A). In addition, Ordinary Resolution no. 4(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 repurchased by the Company under the authority of the Share Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,099,818,000 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 419,963,600 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 4(A) and 4(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. 4(A) and 4(C) respectively is revoked or varied by an ordinary resolution of the Shareholders.

### 3. SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 23 May 2014, a general mandate was also granted to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of up to 209,981,800 Shares, representing 10% of the issued share capital of the Company as at that date. Such mandate will lapse at the conclusion of the forthcoming AGM.

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## LETTER FROM THE BOARD

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At the AGM, the Ordinary Resolution no. 4(B) will therefore be proposed for the Shareholders to consider and, if thought fit, approve a new general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 4(B) up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 4(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 2,099,818,000 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 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 209,981,800 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 to be convened under the Articles, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolution no. 4(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.

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## LETTER FROM THE BOARD

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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. CHEUNG Ting Yin, Peter, Dr. CHENG Chi Pang and Mr. LEUNG Man Kit will retire at the AGM and, being eligible, would offer themselves for re-election. Details of such retiring Directors proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

Each of Dr. CHENG Chi Pang and Mr. LEUNG Man Kit has served as an independent non-executive Director of the Company for more than nine years since November 2005. Pursuant to Code A.4.3 of the Corporate Governance Code as set forth in Appendix 14 of the Listing Rules, (a) such service to the Company for more than nine years could be relevant to determining an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

The Company has received from each of Dr. CHENG Chi Pang and Mr. LEUNG Man Kit a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Each of Dr. CHENG Chi Pang and Mr. LEUNG Man Kit has not engaged in any executive management of the Company and its subsidiaries. Taking into consideration of their records of independence during their terms of service, the Directors consider each of Dr. CHENG Chi Pang and Mr. LEUNG Man Kit to be independent under the Listing Rules despite the fact that each of them has served the Company for more than nine years. Accordingly, each of Dr. CHENG Chi Pang and Mr. LEUNG Man Kit shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders in the AGM.

### **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 for the shareholders to consider and, if thought fit, 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 Registrar 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 (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 7. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Wednesday, 20 May 2015 to Friday, 22 May 2015, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the AGM. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 May 2015 for such purpose.

### 8. VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions of the Company put to vote at the AGM will be taken by way of poll.

The poll results will be published on the Stock Exchange’s website and the Company’s website after the conclusion of the AGM.

### 9. RECOMMENDATION

The Directors are of the opinion 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 as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 10. RESPONSIBILITY STATEMENT

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.

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 to the shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of 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. 4(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 recognised 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 2,099,818,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed under the Share Repurchase Mandate to repurchase a maximum of 209,981,800 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 as a whole.

## 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 of the Company 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 2014 (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<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| April 2014                                     | 0.550                  | 0.520                 |
| May 2014                                       | 0.540                  | 0.490                 |
| June 2014                                      | 0.510                  | 0.405                 |
| July 2014                                      | 0.445                  | 0.380                 |
| August 2014                                    | 0.460                  | 0.380                 |
| September 2014                                 | 0.430                  | 0.385                 |
| October 2014                                   | 0.410                  | 0.385                 |
| November 2014                                  | 0.410                  | 0.390                 |
| December 2014                                  | 0.430                  | 0.350                 |
| January 2015                                   | 0.370                  | 0.320                 |
| February 2015                                  | 0.370                  | 0.330                 |
| March 2015                                     | 0.390                  | 0.340                 |
| April 2015 (up to the Latest Practicable Date) | 0.410                  | 0.345                 |

**7. GENERAL INFORMATION AND UNDERTAKINGS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective 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 powers of the Company to make repurchases of the Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum of association of the Company 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 CODES**

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 Codes.

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 Codes.

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 70.96% 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 78.84% of the issued share capital, which will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes 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 such extent as 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 Codes. Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Codes 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. CHEUNG TING YIN PETER**

**Executive Director**

*Experience*

**Mr. CHEUNG Ting Yin, Peter**, aged 51, is an executive Director of the Company and the managing director of Concept Creator Fashion Limited. Mr. CHEUNG has extensive experience in the garment and textile industry and joined the Group in January 2000, and oversees the Group's sales and marketing teams. Mr. CHEUNG obtained a Bachelor of Arts (cum laude) Degree from the University of Washington in 1987, and a Master's Degree in Business Administration from Simon Fraser University in 1990. Mr. CHEUNG was admitted as a member of the Golden Key National Honor Society and Phi Beta Kappa in 1986 and 1988, respectively.

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

*Length of Service*

The renewed term of service of Mr. CHEUNG is 3 years commencing from 18 November 2014. The term of office of Mr. CHEUNG 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. CHEUNG or the Company to terminate the same.

*Relationships*

Mr. CHEUNG 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. CHEUNG does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

*Directors' emoluments*

Under the renewed service contract entered into between Mr. CHEUNG and the Company on 18 November 2014, Mr. CHEUNG is currently entitled to an annual salary of HK\$1,365,000 payable in thirteen equal monthly payments (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. CHEUNG 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 extraordinary 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*

Save as disclosed above, there are no other matters concerning Mr. CHEUNG that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

## **B. DR. CHENG CHI PANG**

### **Independent Non-Executive Director**

#### *Experience*

**Dr. CHENG Chi Pang**, aged 57, 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, CPA Australia, the Taxation Institute of Hong Kong and a 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 chief executive and group financial controller of NWS Holdings Limited (“NWSH”), the shares of which are listed on the Stock Exchange. Prior to joining NWSH, he was a senior manager of an international accounting firm. Dr. Cheng is now Senior Partner of Leslie Cheng & Co. as well as an independent non-executive director and chairman of audit committee 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 of Hong Kong Limited and 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, companies listed on The Stock Exchange of Hong Kong Limited.

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

*Length of Service*

The renewed term of service of Dr. CHENG pursuant to the letter of appointment entered into with the Company is 3 years commencing from 18 November 2014.

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.

The Company has received from Dr. CHENG his annual confirmation of independent of independence pursuant to Rule 3.13 of the Listing Rules Dr. CHENG has served on the Board as an independent non-executive Director for more than nine years and, during such tenure, he has given independent guidance and advice to the Company. Dr. CHENG has not engaged in any executive management of the Company and its subsidiaries. Taking into consideration his records of independence during his term of service, the Directors consider Dr. CHENG to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.

*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 of, as at the Latest Practicable Date, Dr. CHENG was 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 18 November 2014, 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. CHEUNG Ting Yin, Peter" 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*

Save as disclosed above, there are no other matters concerning Dr. CHENG that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**C. MR. LEUNG MAN KIT****Independent Non-Executive Director***Experience*

**Mr. LEUNG Man Kit**, aged 61, was appointed as an independent non-executive Director in November 2005. Mr. LEUNG obtained a Bachelor's Degree in Social Science from the University of Hong Kong in 1977. Mr. LEUNG has over 25 years of experience in project finance and corporate finance and has held senior positions with Peregrine Capital (China) Limited, Crosby Securities (HK) Limited and Swiss Bank Corporation, Hong Kong Branch. Mr. LEUNG was also a director of Emerging Markets Partnership (Hong Kong) Limited which was the principal adviser to the AIG Infrastructure Fund L.P.

Mr. LEUNG is an independent non-executive director and audit committee member of NetEase, a NASDAQ listed company. Mr. LEUNG is also an independent non-executive director and audit committee member of orange sky, Golden Harvest Entertainment (Holdings) Limited (formerly known as Golden Harvest Entertainment (Holdings) Limited), and China Huiyuan Juice Group Limited, which are all companies listed on the Stock Exchange of Hong Kong Limited. He is also executive director of Chanceton Financial Group Limited (stock code: 8020) a company listed on the GEM Board of the Stock Exchange of Hong Kong.

On 28 March 2014, Mr. Leung was appointed as an independent non-executive director and chairman of audit committee of Optics Valley Union Holding Company Limited, a company listed on the Stock Exchange of Hong Kong (“Stock Code: 798”). Optics Valley is engaged primarily in the development and operation of large scale business parks with distinctive industry themes.

On 9 July 2014, Mr. Leung was appointed as an independent non-executive director and chairman of audit committee of Luye Pharma Group Ltd, a company listed on the Stock Exchange of Hong Kong (“Stock Code: 2186”). Luye Pharma primary business is the manufacture, sale and distribution of drugs and medicine.

Save as disclosed above, Mr. LEUNG 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. LEUNG pursuant to the letter of appointment entered into with the Company is 3 years commencing from 18 November 2014. During the term of appointment, either Mr. LEUNG or the Company may terminate the term of appointment by giving the other at least 3 months’ written notice by Mr. LEUNG to terminate the same. The Company may at any time by summary notice in writing terminate the same if Mr. LEUNG 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.

The Company has received from Mr. LEUNG his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules Mr. LEUNG has served on the Board as an independent non-executive Director for more than nine years and, during such tenure, he has given independent guidance and advice to the Company. Mr. LEUNG has not engaged in any executive management of the Company and its subsidiaries. Taking into consideration his record of independence during his term of service, the Directors consider Mr. LEUNG to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.

#### *Relationships*

Mr. LEUNG 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 of, as at the Latest Practicable Date, Mr. LEUNG does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

*Directors' emoluments*

Under the renewed letter of appointment entered into between Mr. LEUNG and the Company on 18 November 2014, Mr. LEUNG 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. CHEUNG Ting Yin, Peter" 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*

Save as disclosed above, there are no other matters concerning Mr. LEUNG that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**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 22 May 2015 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 2014.
2. (A) (i) To re-elect Mr. CHEUNG Ting Yin, Peter as an executive Director.  
(ii) To re-elect Dr. CHENG Chi Pang as an independent non-executive executive Director.  
(iii) To re-elect Mr. LEUNG Man Kit as an independent non-executive Director.
- (B) To authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.

3. To re-appoint Auditors and to authorise the Board to fix their remuneration.

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

#### ORDINARY RESOLUTIONS

4. (A) “**THAT:**

- (i) subject to paragraph (iii) of this Resolution, and pursuant to the Rules Governing the Listing of Securities 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 or securities convertible into Shares of the Company or options, warrants or similar rights to subscribe for Shares or such convertible securities 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 authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into Shares) and rights of exchange or conversion 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 (the “**Articles**”) 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 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 of the Company 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 recognised 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 recognised 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 of the Company in general meeting.”

(C) “**THAT** conditional upon Resolutions No. 4(A) and 4(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. 4(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. 4(B).”

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

Hong Kong, 22 April 2015

**Notes:**

- (1) A form of proxy for the annual general meeting of the Company to be held on 22 May 2015 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

with 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 a member 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 Wednesday, 20 May 2015 to Friday, 22 May 2015, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the annual general meeting of the Company. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 May 2015 for such purpose.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company, and 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 22 April 2015.
- (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 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.