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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)

CLARIFICATIONS ON CERTAIN DISCLOSURE IN THE CIRCULAR FOR THE PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND THE NOTICE ON ANNUAL GENERAL MEETING

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of China Ting Group Holdings Limited (the “**Company**”). The Board refers to the circular (the “**Circular**”) issued by the Company on 22 April 2016 which includes the notice of annual general meeting (the “**AGM Notice**”) to be held on 24 May 2016. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Circular and the AGM Notice.

The purpose of this announcement is to clarify certain disclosure in the Circular and the AGM Notice. The language used in the disclosure is not entirely identical to the language used in the Listing Rules, but the Board is of the view that such disclosure conveys the same meanings as set forth in the Listing Rules. On this basis, the Directors consider the Circular and the AGM Notice, with the information currently disclosed continues to be valid. Except as disclosed in this announcement, all information contained in the Circular and the AGM Notice is correct and remains unchanged.

The Board would like to make the following clarifications with the additional words underlined and the deleted words crossed:

- (1) On page 2 of the Circular, the definition of the “Shares” should be read as “the share(s) of HK\$0.10 each in the issued share capital of the Company ~~(or if there has been a subsequent of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company from time to time)~~”
- (2) On page 2 of the Circular, the definition of the “Share Issue Mandate” should be read as “the proposed general mandate to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares of ~~with an aggregate nominal value~~ not exceeding 20% of the total number of issued Shares ~~share capital of the Company~~ as at the date of passing of the relevant resolution granting such mandate”

- (3) On page 2 of the Circular, the definition of the “Share Repurchase Mandate” should be read as “the proposed general mandate to be granted to the Directors to empower the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares ~~share capital of the Company~~ as at the date of passing of the relevant resolution granting such mandate”

In light of the above changes, the references to the “issued share capital of the Company” in the following, i.e.

- (a) the paragraphs under “2. SHARE ISSUE MANDATE” and “3. SHARE REPURCHASE MANDATE” in the “Letter from the Board” on pages 5 and 6 of the Circular;
- (b) the paragraphs under “3. THE REPURCHASE PROPOSAL”, “9. TAKEOVERS CODES” in the “Explanatory Statement” on pages 9 and 11 of the Circular; and
- (c) resolutions 4.(B)(ii) in the “Notice of Annual General Meeting” on page 22 of the Circular should be changed to the “total number of issued Shares”.

In addition, in the resolutions 4.(A)(iii) and 4.(C) in the AGM Notice, the reference to “the aggregate nominal amount of the issued share capital of the Company” in (a) the second and the third lines from the bottom on page 20 and (b) the second line from the end of the relevant resolution, respectively, should be changed to “the total number of issued Shares”.

Having considered the above changes, the Board is of the view that the above clarifications do not affect the meaning of the Circular and the AGM Notice as a whole and the other information contained in the Circular and AGM Notice. This announcement is supplemental to and should be read in conjunction with the Circular and the AGM Notice.

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

Hong Kong, 25 April 2016

As of the date of this announcement, 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 Mr. WONG Chi Keung, Dr. CHENG Chi Pang and Mr. LEUNG Man Kit.