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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)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENT ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE INSIDE INFORMATION AND RESUMPTION OF TRADING

This announcement is made by the board of directors (the “**Board**”) of China Ting Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions (the “**Inside Information Provision**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board notes the recent increases in the price and trading volume of the shares of the Company (the “**Shares**”) and wishes to update the shareholders of the Company (the “**Shareholders**”) that preliminary discussions with an independent third party is undergoing in relation to the matter as further described below.

The Board has been informed by Longerview Investments Limited (“**Longerview**”), a controlling shareholder (as defined under the Listing Rules) of the Company holding 1,490,000,000 Shares, representing 70.96% of the total number of Shares in issue as of the date of this announcement, that it has been approached by an independent third party as possible purchaser (the “**Possible Purchaser**”) on a possible disposal (the “**Possible Disposal**”) of the Shares held by Longerview to the Possible Purchaser.

The Board has been confirmed by Longerview that the discussion on the Possible Disposal is still at the preliminary stage and that no legally binding agreement has been entered into in respect of the Possible Disposal as of the date of this announcement. Hence, the Possible Disposal may or may not proceed. If the Possible Disposal is to be proceeded with, it may result in a change in control of the Company and a mandatory offer under the Takeovers Code for all the Shares and the outstanding securities of the Company (other than those already owned by or agreed to be acquired by the Possible Purchaser and parties acting in concert with it) would be required to be made by the Possible Purchaser.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the discussion on the Possible Disposal will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company in issue as of the date of this announcement include 2,099,818,000 Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

Shareholders and potential investors of the Company shall be aware that there is no assurance that any discussion mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company.

TRADING HALT AND RESUMPTION OF TRADING OF THE SHARES

At the request of the Company, trading in the Shares on The Stock Exchange of Hong Kong Limited was halted with effect from 1:00 p.m. on 14 May 2015 pending the release of this announcement.

Application has been made by the Company for resumption of trading in its Shares on the Stock Exchange with effect from 9:00 a.m. on 15 May 2015.

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

Hong Kong, 14 May 2015

As of the date hereof, the executive directors of the Company are Mr. TING Man Yi, Mr. TING Hung Yi, Mr. DING Jianer and Mr. CHEUNG Ting Yin, Peter and the independent non-executive directors of the Company are Dr. CHENG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit.

The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.