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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)

PROFIT WARNING FOR THE SIX MONTHS ENDED 30 JUNE 2015

This announcement is made by the Board pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions.

Following a preliminary review of the information currently available to the Board, the Board wishes to inform the Shareholders and prospective investors of the Company that the operating profit of the Group for the six months ended 30 June 2015 would decrease by approximately 34.5% compared with the operating profit of the Group of HK\$44.8 million for the six months ended 30 June 2014.

Shareholders and potential investors are advised to read carefully the interim results announcement of the Company for the six months ended 30 June 2015, which is expected to be published by the Company on 27 August 2015 in compliance with the Listing Rules and exercise caution when dealing in the securities of the Company.

WARNING: This profit warning does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company are advised to exercise caution in placing reliance on this profit warning in assessing the merits and demerits of the Offer and dealing in the securities of the Company.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of China Ting Group Holdings Limited (the “**Company**” which together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) 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 Provisions**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Following a preliminary review of the information currently available to the Board, which includes, but without limitation to, the unaudited management accounts of the Group for the six months ended 30 June 2015, the Board wishes to inform the Shareholders and prospective investors of the Company that the operating profit of the Group for the six months ended 30

June 2015 would decrease by approximately 34.5% compared with the operating profit of the Group of HK\$44.8 million for the six months ended 30 June 2014. The decrease in the profitability of the Group was primarily a result of the following factors:

- (1) Additional impairment of loan to Hangzhou China Ting Property Development Company Limited, an associate of the Company, of not more than HK\$20.6 million to be charged to the profit and loss of the Group because of the sluggish residential property condition in Hangzhou, the People's Republic of China.
- (2) Additional impairment amount of approximately HK\$20.2 million to be charged to the profit and loss of the Group representing the difference between the investment cost and the fair value of the equity investment in Zhejiang Haoran Property Company Limited, further information on which is set forth in the announcement of the Company dated 25 March 2015.
- (3) Additional impairment loss of not more than HK\$35.0 million to be charged to the profit and loss of the Group for the goodwill arising from the acquisition of Interfield Industrial Limited in 2008. Interfield Industrial Limited is carrying on fabric printing and dyeing business.

The Company is finalising the consolidated results of the Group for the six months ended 30 June 2015. The information disclosed in this announcement therefore represents a preliminary assessment by the Board based on the information currently available to it. The information in this announcement has not been reviewed by the auditors of the Company or the audit committee of the Board. Shareholders and potential investors are advised to read carefully the interim results announcement of the Company for the six months ended 30 June 2015, which is expected to be published by the Company on 27 August 2015 in compliance with the Listing Rules and exercise caution in dealing in the securities of the Company.

Reference is made to the announcements made by the Company dated 15 May 2015, 11 June 2015, 10 July 2015 and 29 July 2015 respectively in relation to the possible disposal of shares of the Company held by Longerview Investments Limited ("**Longerview**"), a controlling shareholder (as defined under the Listing Rules) of the Company, which, if materialises, may trigger a mandatory general offer obligation on the part of the potential offeror (the "**Possible Offer**") under The Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**") for all the shares and other relevant securities of the Company (other than those already owned by or agreed to be acquired by the potential offeror and parties acting in concert with it).

Pursuant to Rule 10 of the Takeovers Code, this profit warning constitutes a profit forecast and must be reported on by the Company's financial advisers and its auditors or accountants in accordance with note 1(c) to Rules 10.1 and 10.2 of the Takeovers Code, and their reports must be lodged with the Executive of the Securities and Futures Commission. The profit forecast must be repeated in full together with the reports to be included in the next document sent to the shareholders of the Company (the "**Shareholder's Document**") in accordance with Rule 10.4 of the Takeovers Code. Given the Company is required by the Listing Rules and the Inside Information Provisions to publish this profit warning, the Company encounters genuine practical difficulties timewise, in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code. The Company would like to draw the attention of the shareholders and potential investors of the Company that this profit warning does not meet the standard required by Rule 10 of the Takeovers Code. This profit warning will be separately reported on as soon as practicable by the Company's financial adviser and its auditor and the profit

forecast and the reports will be contained in the Shareholder's Document. However, in the event that the Company (i) publishes its interim results announcement for the six months ended 30 June 2015 (to which this profit warning relates) prior to the issue of the Shareholder's Document, and (ii) includes such interim results together with the notes to the financial statements in the Shareholder's Document, the Company will no longer be required under the Takeovers Code to include the profit forecast and the said reports in the Shareholder's Document.

WARNING: This profit warning does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company are advised to exercise caution in placing reliance on this profit warning in assessing the merits and demerits of the Possible Offer and dealing in the securities of the Company.

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

Hong Kong, 26 August 2015

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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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.