
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

SHARE ISSUE MANDATE AND SHARE REPURCHASE MANDATE, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF THE ANNUAL GENERAL MEETING

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 Friday, 12 July 2024 at 10:30 a.m. is set forth in 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 (i.e. not later than Wednesday, 10 July 2024 at 10:30 a.m. (Hong Kong time)) 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.

19 June 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	4
1. INTRODUCTION	4
2. SHARE ISSUE MANDATE	5
3. SHARE REPURCHASE MANDATE	6
4. RE-ELECTION OF THE RETIRING DIRECTORS	7
5. AGM	7
6. PROXY ARRANGEMENT	7
7. CLOSURE OF REGISTER OF MEMBERS	7
8. VOTING BY WAY OF A POLL	7
9. RECOMMENDATION	8
10. RESPONSIBILITY STATEMENT	8
APPENDIX I — EXPLANATORY STATEMENT	9
APPENDIX II — DETAILS OF THE RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM	13
NOTICE OF THE ANNUAL GENERAL MEETING	19

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM” or “Annual General Meeting”	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 Friday, 12 July 2024 at 10:30 a.m., or any adjournment thereof;
“AGM Notice”	means the notice of the AGM as set forth in 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;
“Branch Share Registrar”	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;
“CCASS”	means the Central Clearing and Settlement System operated by Hong Kong Exchanges and Clearing Limited;
“close associate(s)”	has the same meaning as ascribed thereto under the Listing Rules;
“Companies Act”	means the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;
“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 (stock code: 3398);
“core connected person(s)”	has the same meaning as ascribed thereto under the Listing Rules;
“Directors”	means the directors of the Company for the time being and from time to time;
“Group”	means the Company and its subsidiaries;
“HK\$”	refers to Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	means the Hong Kong Securities Clearing Company Limited;

DEFINITIONS

“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	means 12 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular herein;
“Listing Rules”	means The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) in respect of the matters referred to in the AGM Notice;
“Register of Members”	means the register of members of the Company;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Issue Mandate”	means the proposed general mandate to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of the Treasury Shares, if any, out of treasury) of not exceeding 20% of the total number of Shares in issue (excluding the Treasury Shares, if any) as of the date of passing of the relevant resolution granting such mandate;
“Share Repurchase Mandate”	means the proposed general mandate to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue (excluding the Treasury Shares, if any) as of the date of passing of the relevant resolution granting such mandate;
“Share(s)”	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);
“Shareholder(s)”	means the holder(s) of Share(s);
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	means the Code 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;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules, which do not form part of the issued share capital of a listed issuer; and
“%”	means percent.

EXPECTED TIMETABLE

Despatch of this circular and the AGM Notice Wednesday, 19 June 2024

Latest time for lodging transfer forms of Shares
to qualify for entitlements to attend and vote
at the AGM 4:30 p.m.
on Monday, 8 July 2024

Closure of Register of Members for the purpose
of determining the voting rights for the AGM
(both days inclusive) from Tuesday, 9 July 2024 to
Friday, 12 July 2024

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, 10 July 2024

Date and time of the AGM 10:30 a.m.
on Friday, 12 July 2024

Notes:

1. All dates and time set forth in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with 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)

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:

Mr. CHENG Chi Pang
Mr. WONG Chi Keung
Mr. LEUNG Man Kit
Ms. LI Yuet Mui, Xera

*Head Office and principal place
of business in Hong Kong:*

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

19 June 2024

To the Shareholders

Dear Sir/Madam,

**SHARE ISSUE MANDATE AND
SHARE REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF THE 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 and the proposed re-election of the retiring Directors and to seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 29 May 2023, 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 total number of Shares in issue as at that date. Such mandate will lapse at the conclusion of the forthcoming AGM.

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. Such amendments will have the effect of, among others, removing the requirements to cancel repurchased shares to the effect that listed issuers on the Stock Exchange may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents. Following such amendments to the Listing Rules from 11 June 2024, if the Company repurchases Shares pursuant to the New Share Repurchase Mandate, the Directors may choose to cancel the repurchased Shares or hold the repurchased Shares as Treasury Shares.

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 additional Shares (including any sale or transfer of the Treasury Shares, if any, out of treasury) during the period as set forth in the Ordinary Resolution no. 4(A) of up to 20% of the total number of Shares in issue (excluding the Treasury Shares, if any) as of 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 (excluding the Treasury Shares, if any), if granted.

As of 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 (including any sale or transfer of the Treasury Shares, if any, out of treasury) 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 (excluding the Treasury Shares, if any).

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set forth 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

LETTER FROM THE BOARD

- (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.

The Directors wish to state that they have no immediate plans to allot, issue and deal with any additional Shares (including any sale or transfer of the Treasury Shares, if any, out of treasury).

3. SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 29 May 2023, 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 total number of Shares in issue as at that date. Such mandate will lapse at the conclusion of the forthcoming AGM.

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 forth in the Ordinary Resolution no. 4(B) of up to 10% of the total number of Shares in issue (excluding the Treasury Shares, if any) as of 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 total number of Shares in issue (excluding the Treasury Shares, if any) on the date of passing the resolution approving the Share Repurchase Mandate.

As of 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 will be 209,981,800 Shares (excluding the Treasury Shares, if any).

The explanatory statement as required under Rule 10.06 of the Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set forth 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.

LETTER FROM THE BOARD

4. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with article 84 of the Articles, Mr. TING Man Yi, Mr. TING Hung Yi and Mr. DING Jianer will retire at the AGM and, being eligible, would offer themselves for re-election.

Particulars of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

5. AGM

Set forth in this circular is the AGM Notice 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 Branch Share 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 (i.e. not later than Wednesday, 10 July 2024 at 10:30 a.m. (Hong Kong time)) 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.

7. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 9 July 2024 to Friday, 12 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 8 July 2024 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.

LETTER FROM THE BOARD

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 the 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 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 SHARE REPURCHASE

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 repurchase 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 SHARE REPURCHASE PROPOSAL

The resolution set forth 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 total number of Shares in issue (excluding the Treasury Shares, if any) as of the date of the passing of the resolution.

As of 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 (excluding the Treasury Shares, if any) 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 SHARE REPURCHASE

Although the Directors have no present intention of repurchase 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 repurchase 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 repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for such purpose in accordance with 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 subject to the Companies Act, 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 of 31 December 2023 (being the date of its latest published 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 HK\$	Lowest HK\$
2023		
April	0.370	0.305
May	0.355	0.310
June	0.350	0.295
July	0.340	0.285
August	0.350	0.285
September	0.350	0.310
October	0.335	0.300
November	0.335	0.290
December	0.315	0.260
2024		
January	0.250	0.200
February	0.249	0.220
March	0.240	0.220
April	N/A	N/A
May	N/A	N/A
June (up to the Latest Practicable Date)	0.250	0.174

Note: Trading in the Shares on the Stock Exchange has been suspended since 2 April 2024 and resumed on 3 June 2024.

7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their 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.

As of the Latest Practicable Date, none of the core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or its subsidiaries, nor has undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Share Repurchase Mandate in accordance with the Listing Rule, the Articles and the applicable laws and regulations of the Cayman Islands.

The Directors confirm that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and has neither the explanatory statement nor the proposed share repurchase has unusual features.

8. STATUS OF REPURCHASED SHARES

Subject to the applicable requirements under the Listing Rules, if the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company may cancel such repurchased Shares and/or hold them as the Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending sale or transfer on the Stock Exchange, the Company shall:

- (a) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS, i.e. the voting rights are suspended unless and until the Treasury Shares are transferred out of treasury;
- (b) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
- (c) take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as the Treasury Shares.

9. SHARE REPURCHASE MADE BY THE COMPANY

There was no repurchased 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.

10. TAKEOVERS CODE

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 Code.

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 Code.

As of 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. 4(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 Code but will reduce the amount of Shares held by the public to below 25% of the total number of issued Shares 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 Code. Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Share Repurchase Mandate.

The following sets forth the details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Articles.

A. MR. TING MAN YI**Executive Director***Experience*

Mr. TING Man Yi, aged 67, is the Chairman of the Group and an executive Director. Mr. TING Man Yi started the business of the Group in December 1992 and has considerable experience in the silk fabric and silk garment manufacturing and trading business. Prior to establishing the initial company of the Group, Mr. TING Man Yi worked for Hangzhou Silk Industrial Company (杭州市絲綢工業公司) from 1981 to 1986. Mr. TING Man Yi is currently responsible for the overall strategic planning of the Group, especially overseeing the expansive manufacturing industrial complex in Hangzhou, as well as the planning and implementation of major new investments and projects of the Group.

Save as disclosed above, Mr. TING Man Yi does not (i) hold any other positions within the Group (except for being a director of various subsidiaries of the Company), (ii) has no other major appointments and professional qualifications, and (iii) 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. TING Man Yi is three years commencing from 18 November 2023. The term of office of Mr. TING Man Yi 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. TING Man Yi or the Company to terminate the same.

Relationships

Mr. TING Man Yi is the elder brother of Mr. TING Hung Yi and Mr. DING Jianer, both executive Directors, and the younger brother of Ms. DING Yinger, the general manager (finance) of the Group in China.

Save as disclosed above, Mr. TING Man Yi 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 of the Latest Practicable Date, Mr. TING Man Yi holds the entire issued share capital in Firmsuccess Limited which holds 41.5% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 70.96% of the issued share capital of the Company. Mr. TING Man Yi, through Firmsuccess Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the controlling shareholder (as defined in the Listing Rules) of the Company.

Directors' emoluments

Under the renewed service contract entered into between Mr. TING Man Yi and the Company on 18 November 2023, Mr. TING Man Yi is currently entitled to an annual salary of HK\$3,000,000 (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. TING Man Yi 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. TING Man Yi 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. MR. TING HUNG YI**Executive Director***Experience*

Mr. TING Hung Yi, aged 63, is the Chief Executive Officer of the Group and an executive Director. He is also a member of the nomination committee and the remuneration committee of the Company. Mr. TING Hung Yi joined the Group in May 2002 and is principally responsible for the strategic development of the Group's OEM, ODM, and retail businesses. Prior to joining the Group, Mr. TING Hung Yi was the general manager of a trading company in Hong Kong between 1991 and 2002. Mr. TING Hung Yi graduated from Zhejiang Sci-Tech University (浙江理工大學), formerly known as Zhejiang Institute of Silk Textiles (浙江絲綢工學院), in 1987 and has over 30 years of experience in the operations of garment export.

Save as disclosed above, Mr. TING Hung Yi does not (i) hold any other positions within the Group (except for being a director of various subsidiaries of the Company), (ii) has no other major appointments and professional qualifications, and (iii) 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. TING Hung Yi is three years commencing from 18 November 2023. The term of office of Mr. TING Hung Yi 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. TING Hung Yi or the Company to terminate the same.

Relationships

Mr. TING Hung Yi is the younger brother of Mr. TING Man Yi and Mr. DING Jianer, both are executive Directors.

Save as disclosed above, Mr. TING Hung Yi 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 of the Latest Practicable Date, Mr. TING Hung Yi holds the entire issued share capital in In Holdings Limited which holds 40.5% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 70.96% of the issued share capital of the Company. Mr.

TING Hung Yi, through In Holdings Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the controlling shareholder (as defined in the Listing Rules) of the Company.

Directors' emoluments

Under the renewed service contract entered into between Mr. TING Hung Yi and the Company on 18 November 2023, Mr. TING Hung Yi is currently entitled to an annual salary of HK\$3,000,000 (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. TING Hung Yi may also be entitled to a management bonus of such amount by reference to 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. Mr. TING Hung Yi waived annual salary of HK\$1,200,000 for the year ended 31 December 2023.

Please refer to the sub-paragraph headed "Directors' emoluments" under the paragraph headed "A. MR. TING MAN YI" 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. TING Hung Yi 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. DING JIANER

Executive Director

Experience

Mr. DING Jianer ("Mr. DING"), aged 64, is an executive Director of the Group. Mr. DING joined the Group in October 1996 when he was first involved in the management and business operations of Shenzhen Fuhowe Fashion Company Limited. He has considerable experience in the silk garment manufacturing business, with focus on various specific areas ranging from the operations of weaving plants, sales and marketing to printing and dyeing and is responsible for the Group's fabric research and development along with innovative techniques.

Save as disclosed above, Mr. DING does not (i) hold any other positions within the Group (except for being a director of various subsidiaries of the Company), (ii) has no other major appointments and professional qualifications, and (iii) 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. DING is three years commencing from 18 November 2023. The term of office of Mr. DING 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. DING or the Company to terminate the same.

Relationships

Mr. DING is the younger brother of Mr. TING Man Yi and the elder brother of Mr. TING Hung Yi, both are the executive Directors, and the younger brother of Ms. DING Yinger, the general manager (finance) of the Group in China.

Save as disclosed above, Mr. DING 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 of the Latest Practicable Date, Mr. DING holds the entire issued share capital in Willport Investments Limited which holds 18.0% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 70.96% of the issued share capital of the Company. Mr. DING, through Willport Investments Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the controlling shareholder (as defined in the Listing Rules) of the Company.

Directors' emoluments

Under the renewed service contract entered into between Mr. DING and the Company on 18 November 2023, Mr. DING is currently entitled to an annual salary of HK\$2,130,000 (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. DING may also be entitled to a management bonus of such amount by reference to 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.

Please refer to the sub-paragraph headed “Directors’ emoluments” under the paragraph headed “A. MR. TING MAN YI” 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. DING 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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an 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 Friday, 12 July 2024 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) of the Company and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2023.
2. (A) (i) To re-elect Mr. TING Man Yi as an executive Director.
(ii) To re-elect Mr. TING Hung Yi as an executive Director.
(iii) To re-elect Mr. DING Jianer as an executive Director.
(B) To authorise the board (the “**Board**”) of Directors to determine the remuneration of the Directors.
3. To re-appoint the Auditors and authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
(A) “**THAT:**
 - (i) subject to paragraph (iii) of this resolution, and pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), 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 (including any sale or transfer of treasury shares listed on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), if any, out of

NOTICE OF THE ANNUAL GENERAL MEETING

treasury) 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 (as hereinafter defined) 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 (as hereinafter defined);
- (iii) the aggregate number of the shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted, issued, or otherwise be dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any, out of treasury) (whether pursuant to an option or otherwise) 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 total number of the issued shares of the Company (excluding any shares that are held as treasury shares, if any) as at the date of passing of this resolution and the said approval be limited accordingly;
- (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

NOTICE OF THE ANNUAL GENERAL MEETING

(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 (as hereinafter defined) shall not exceed 10% of the total number of the issued shares of the Company (excluding any shares that are held as treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(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 (including any sale or transfer of treasury shares listed on the Stock Exchange, if any, out of treasury) pursuant to resolution no. 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares which may be repurchased by the Company under the authority granted pursuant to resolution no. 4(B).”

By Order of the Board
CHINA TING GROUP HOLDINGS LIMITED
CHENG Ho Lung, Raymond
Company Secretary

Hong Kong, 19 June 2024

Notes:

- (1) A form of proxy for the annual general meeting of the Company to be held on Friday, 12 July 2024 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/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her 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 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 not less than 48 hours before the time appointed for holding the annual general meeting of the Company (i.e. not later than Wednesday, 10 July 2024 at 10:30 a.m. (Hong Kong time)) 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.

NOTICE OF THE ANNUAL GENERAL MEETING

- (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/she 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 Tuesday, 9 July 2024 to Friday, 12 July 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the annual general meeting of the Company, all share transfer documents 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 July 2024 for such purpose.
- (6) As of 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 Mr. CHENG Chi Pang, Mr. WONG Chi Keung, Mr. LEUNG Man Kit and Ms. LI Yuet Mui, Xera.