

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 in **China Ting Group Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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
(3) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING
-

A notice convening an annual general meeting of the Company to be held at Salon 2–3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 30 May 2006 at 10:00 a.m. or any adjournment thereof is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting or any adjournment thereof of the Company is enclosed.

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 and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Salon 2–3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 30 May 2006 at 10:00 a.m. or any adjournment thereof;
“AGM Notice”	notice convening the AGM as set out on pages 21 to 25 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as ascribed thereto under the Listing Rules;
“Board”	the board of Directors or a duly authorized committee thereof for the time being;
“Company”	China Ting Group Holdings Limited, 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”	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”	the directors of the Company for the time being and from time to time;
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in paragraph 5 of the AGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	holder(s) of the Share(s);

DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers;
“%”	per cent.



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)

Board of Directors

Executive Directors

Mr. Ting Man Yi (*Chairman*)

Mr. Ting Hung Yi

Mr. Ding Jianer

Mr. Wong Sin Yung

Independent non-executive Directors

Dr. Cheng Chi Pang

Mr. Wong Chi Keung

Mr. Leung Man Kit

Registered office

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town

Grand Cayman

British West Indies

**Head office and principal place of
business in Hong Kong**

28th Floor

111–113 How Ming Street

Kwun Tong

Kowloon

Hong Kong

25 April 2006

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
(4) 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 Repurchase Mandate, the proposed re-election of the retiring Directors, the proposed amendment to the Articles and to seek your approval of the resolutions relating to these matters at the AGM.

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, the Ordinary Resolution no. 5(A) will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 5(A) up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(A). In addition, Ordinary Resolution no. 5(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 purchased under the Share Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,065,000,000 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 413,000,000 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 5(A) and 5(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 of the Company, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolutions nos. 5(A) and 5(C) respectively is revoked or varied by an ordinary resolution of the Shareholders.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, the Ordinary Resolution no. 5(B) will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 5(B) up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(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 2,065,000,000 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 206,500,000 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 by the Articles of the Company, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolution no. 5(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.

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 Articles 86(2), 86(3) and 87 of the Articles, the following Directors, namely, Mr. Ting Man Yi, Mr. Ting Hung Yi, Mr. Ding Jianer, Mr. Wong Sin Yung, Dr. Cheng Chi Pang, Mr. Wong Chi Keung and Mr. Leung Man Kit will retire at the AGM and, being eligible, would offer themselves for re-election.

Recommendations of the Nomination Committee

The nomination committee of the Company comprising one executive Director and two independent non-executive Directors, namely, Mr. Ting Hung Yi, Dr. Cheng Chi Pang and Mr. Leung Man Kit, has nominated, and the Board has recommended Mr. Ting Man Yi, Mr. Ting Hung Yi, Mr. Ding Jianer, Mr. Wong Sin Yung, Dr. Cheng Chi Pang, Mr. Wong Chi Keung and Mr. Leung Man Kit to stand for re-election as Directors at the AGM. As a good corporate governance practice, each of Mr. Ting Hung Yi, Dr. Cheng Chi Pang and Mr. Leung Man Kit had abstained from voting at the nomination committee meeting when his nomination was being considered, and each of Mr. Ting Man Yi, Mr. Ting Hung Yi, Mr. Ding Jianer, Mr.

Wong Sin Yung, Dr. Cheng Chi Pang, Mr. Wong Chi Keung and Mr. Leung Man Kit had abstained from voting at the Board meeting when his nomination was considered and approved by the Board for recommending to Shareholders.

The nomination committee is also responsible for, inter alia, assessing the independence of non-executive Directors. In doing so, the nomination committee has reviewed the individual Director's annual confirmation of independence declared pursuant to Rule 3.13 of the Listing Rules as well as the connected transactions, if any, as disclosed in the 2005 annual report of the Company. As a good corporate governance practice, every committee member has abstained from assessing his own independence. The nomination committee considers that Dr. Cheng Chi Pang, Mr. Wong Chi Keung and Mr. Leung Man Kit have fulfilled the definition of independence under Rule 3.13 of the Listing Rules.

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

Voting on the remuneration resolution

In accordance with the principles contained in the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules, no director should be involved in deciding his own remuneration. To demonstrate good corporate governance practices, all Directors who are Shareholders will abstain from voting on the proposed resolution relating to the proposed remuneration of Directors at the AGM.

5. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

On 1 March 2006, the Listing Rules were amended, among others, to require the listed issuers' articles of association to provide that a director may be removed by an ordinary resolution in general meeting instead of a special resolution. To bring the constitution of the Company in alignment with such amendment to the Listing Rules, the Directors propose to seek approval from the Shareholders at the AGM on the amendment to the Articles.

The proposed amendment to the Articles are stated in the proposed special resolution as referred to in paragraph 6 of the AGM Notice. A copy of the Articles will be available for inspection at the Company's principal place of business in Hong Kong at 28th Floor, 111-113 How Ming Street, Kwun Tong, Kowloon, Hong Kong during normal business hours from the date hereof up to and including the date of the AGM.

6. AGM

Set out on pages 21 to 25 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring Directors, and the amendment to the Articles.

7. PROXY ARRANGEMENT

A form of proxy for use at 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 Company's branch share

LETTER FROM THE BOARD

registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th 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 should you so wish.

8. RIGHT TO DEMAND A POLL

Pursuant to Article 66 of the Articles, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

9. 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.

10. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors, and the amendment to the Articles are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM.

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 in relation to 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 of a particular transaction.

3. THE REPURCHASE PROPOSAL

The resolution set out as Ordinary Resolution No. 5(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 recognized 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 2,065,000,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 206,500,000 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.

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 and the Articles of the Company 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 2005 (being 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 (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 REPURCHASE AND MARKET PRICES

From December 2005, the month in which the dealing in Shares first commenced on the Stock Exchange to the Latest Practicable Date, no Shares have been repurchased or redeemed by the Company.

From December 2005 to the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
December 2005 (<i>note 1</i>)	2.25	2.025
January 2006	2.40	1.80
February 2006	2.775	2.275
March 2006	2.525	2.300
April 2006 (<i>note 2</i>)	2.625	2.125

Notes:

1. Dealings in the Shares first commenced on the Stock Exchange on 15 December 2005.
2. As up to the Latest Practicable Date.

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.

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 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 Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum of association and the Articles of the Company.

8. 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 for the purposes 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 Rules 26 and 32 of the Takeovers Code.

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 72.15% 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 80.17% of the issued share capital, which will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code 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 an extent as may result in the amount of Shares held by the public below 25% of the total issued share capital of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 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 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. Ting Man Yi

Executive Director

Experience

Mr. Ting Man Yi, aged 49, is the Chairman of the Group and an executive Director. Mr. Ting started the business of the Group in December 1992 with the establishment of Concept Creator Limited. Mr. Ting has considerable experience in silk fabric trading business and silk garment manufacturing business. Before establishing the business of the Group, Mr. Ting worked for Hangzhou Silk Industrial Company (杭州市絲綢工業公司) during the period between 1981 and 1986. Mr. Ting is currently responsible for overall strategic planning of the Group, overseeing the manufacturing business of the Group in Hangzhou and the planning and implementation of major new investments and projects of the Group.

Mr. Ting did not hold any directorship in other listed companies in the past three years.

Length of Service

The initial term of service of Mr. Ting is 3 years commencing from 18 November 2005. The term of office of Mr. Ting 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 or the Company to terminate the same.

Relationships

Mr. Ting is the elder brother of Mr. Ting Hung Yi and Mr. Ding Jianer and the younger brother of Ms. Ding Yinger. Mr. Ting 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 72.15% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Ting 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. Ting, through Firmsuccess Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the ultimate controlling shareholder (as defined in the Listing Rules) of the Company.

Directors' emoluments

Under the service contract entered into between Mr. Ting and the Company on 18 November 2005, Mr. Ting is currently entitled to an annual salary of HK\$3,000,000 (subject to annual review by the remuneration committee of the Board). In addition, Mr. Ting 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 extra ordinary 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 2% of the Net Profits for the relevant financial year.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Ting that need to be brought to the attention of the Shareholders.

B. Mr. Ting Hung Yi

Executive Director

Experience

Mr. Ting Hung Yi, aged 45, is an executive Director and Chief Executive Officer of the Group. Mr. Ting was appointed as an executive Director on 17 June 2005. Mr. Ting joined the Group in May 2002 and has since then been principally responsible for the strategic development of the Group’s OEM and retail business. Prior to joining the Group, Mr. Ting was the general manager of a trading company in Hong Kong between 1991 and 2002. Mr. Ting graduated from Zhejiang Sci-Tech University, formerly known as Zhejiang Institute of Silk Textiles, in 1987 and had over 16 years of experience in the operation of garment exporting business.

Mr. Ting did not hold any directorship in other listed companies in the past three years.

Length of Service

The initial term of service of Mr. Ting is 3 years commencing from 18 November 2005. The term of office of Mr. Ting 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 or the Company to terminate the same.

Relationships

Mr. Ting is the younger brother of Mr. Ting Man Yi, the Chairman of the Group, and Mr. Ding Jianer. Mr. Ting 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 72.15% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Ting 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. Ting, through In Holdings Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the ultimate controlling shareholder (as defined in the Listing Rules) of the Company.

Directors' emoluments

Under the service contract entered into between Mr. Ting and the Company on 18 November 2005, Mr. Ting is currently entitled to an annual salary of HK\$3,000,000 (subject to annual review by the remuneration committee of the Board). In addition, Mr. Ting 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 2% of the Net Profits for the relevant financial year.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Ting that need to be brought to the attention of the Shareholders.

C. Mr. Ding Jianer*Executive Director**Experience*

Mr. Ding Jianer, aged 46, is an executive Director. Mr. Ding was appointed as an executive Director on 17 June 2005. Mr. Ding joined the Group in October 1996 when he was first involved in the management and business operation of Shenzhen Fuhowe Fashion Company Limited. Mr. Ding has considerable experience in the silk manufacturing business, with focus on different areas ranging from the operations of weaving plants, sales and marketing to printing and dyeing. Mr. Ding is responsible for overseeing the manufacturing business of the Group in Shenzhen.

Mr. Ding did not hold any directorship in other listed companies in the past three years.

Length of Service

The initial term of service of Mr. Ding is 3 years commencing from 18 November 2005. 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. Mr. Ding holds the entire issued share capital in Willport Investments Limited which holds 18% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 72.15% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Ting 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. Ding, through Willport Investments Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the ultimate controlling shareholder (as defined in the Listing Rules) of the Company.

Directors' emoluments

Under the service contract entered into between Mr. Ding and the Company on 18 November 2005, Mr. Ding is currently entitled to an annual salary of HK\$2,000,000 (subject to annual review by the remuneration committee of the Board). 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 2% of the Net Profits for the relevant financial year.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Ding that need to be brought to the attention of the Shareholders.

D. Mr. Wong Sin Yung*Executive Director**Experience*

Mr. Wong Sin Yung, aged 51, is an executive Director and the company secretary of the Company. Mr. Wong was appointed as an executive Director on 15 August 2005. Mr. Wong joined the Group in January 2004 and is responsible for the financial, accounting and company secretarial matters of the Group. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Wong obtained a Master's Degree in Business Administration from the University of Hong Kong in 1999 and a Master of Arts Degree in Human Resource Management from Macquarie University, Australia in 1996. Mr. Wong has

over 25 years of working experience in a number of areas including corporate financial management, accounting, auditing, corporate administration, project consulting and civil aviation finance.

Mr. Wong did not hold any directorship in other listed companies in the past three years.

Length of Service

The initial term of service of Mr. Wong is 3 years commencing from 18 November 2005. The term of office of Mr. Wong 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. Wong or the Company to terminate the same.

Relationships

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

Directors' emoluments

Under the service contract entered into between Mr. Wong and the Company on 18 November 2005, Mr. Wong is currently entitled to an annual salary of HK\$800,000 (subject to annual review by the remuneration committee of the Board). In addition, Mr. Wong 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 2% of the Net Profits for the relevant financial year.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

E. Dr. Cheng Chi Pang*Independent Non-Executive Director**Experience*

Dr. Cheng Chi Pang, aged 48, was appointed 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 1998 and an Honorary Doctorate Degree of Philosophy in Business Management in 2003. 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 fellow member of the Association of Chartered Certified Accountants. Dr. Cheng is a Certified Public Accountant practising in Hong Kong and has over 25 years of experience in accounting and business advisory as well as financial management.

Dr. Cheng joined the New World Group in 1992 and was chief executive and group financial controller of NWS Holdings Limited ("NWSH"), the shares of which are listed on the main board of the Stock Exchange. He is now an adviser to NWSH and the chairman of the Supervisory Board of The Macao Water Supply Company Limited. Prior to joining the New World Group, he was a senior manager of an international accounting firm. Dr. Cheng is currently a non-executive director of Wai Kee Holdings Limited and Build King Holdings Limited both of whose shares are listed on the Stock Exchange.

Length of Service

The initial term of service of Dr. Cheng is 3 years commencing from 18 November 2005. The term of office of Dr. Cheng shall continue after the expiration of the initial term until 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.

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 as at the Latest Practicable Date, Dr. Cheng was interested in 200,000 Shares.

Directors' emoluments

Under the letter of appointment entered into between Dr. Cheng and the Company on 18 November 2005, Dr. Cheng is currently entitled to director's fees in the sum of HK\$75,000 per quarter or such higher sum as the remuneration committee of the Company may from time to time decide.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Dr. Cheng that need to be brought to the attention of the Shareholders.

F. Mr. Wong Chi Keung

Independent non-Executive Directors

Experience

Mr. Wong Chi Keung, aged 51, was appointed independent non-executive Director in November 2005. Mr. Wong obtained a Master's Degree in Business Administration from the University of Adelaide in Australia in 1986. Mr. Wong is a fellow of the Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia. Mr. Wong is also an associate of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Management Accountants. Mr. Wong is also a responsible officer licensed to advise on securities and corporate finance activities for Legend Capital Partners, Inc. under the SFO. Mr. Wong was an executive director of Guangzhou Investment Company Limited, a company listed on the Stock Exchange between 1992 and 2004 during which he held various posts at the company including its deputy general manager, group financial controller and company secretary. Mr. Wong is an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard International Group Limited, Century City International Holdings Limited, China Special Steel Holdings Company Limited, China Treasure (Greater China) Investments Limited, FU JI Food and Catering Services Holdings Limited, Great Wall Automobile Holding Company Limited, International Entertainment Corporation, PacMOS Technology Holdings Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited and TPV Technology Limited, all of which are listed on the Stock Exchange. Mr. Wong has over 26 years of experience in finance, accounting and management.

Length of Service

The initial term of service of Mr. Wong is 3 years commencing from 18 November 2005. The term of office of Mr. Wong shall continue after the expiration of the initial term until at least 3 months' written notice by Mr. Wong to terminate the same. The Company may at any time by summary notice in writing terminate the same if Mr. Wong 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.

Relationships

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

Directors' emoluments

Under the letter of appointment entered into between Mr. Wong and the Company on 18 November 2005, Mr. Wong is currently entitled to director's fees in the sum of HK\$50,000 per quarter or such higher sum as the remuneration committee of the Company may from time to time decide.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

G. Mr. Leung Man Kit*Independent Non-Executive Director**Experience*

Mr. Leung Man Kit, aged 52, was appointed 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 20 years of experience in project finance and corporate finance.

Mr. Leung held senior positions with Peregrine Capital (China) Limited, Crosby Securities (HK) Limited and Swiss Bank Corporation, Hong Kong Branch. Mr. Leung was a director of Emerging Markets Partnership (Hong Kong) Limited and the principal adviser to the AIG Infrastructure Fund L.P. Mr. Leung is currently a responsible officer licensed to advise on corporate finance activities for VXL Financial Services Limited under the SFO. 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 Junefield Department Store Group Limited and Anhui Expressway Company Limited. Both of them are listed on the Stock Exchange.

Length of Service

The initial term of service of Mr. Leung is 3 years commencing from 18 November 2005. The term of office of Mr. Leung shall continue after the expiration of the initial term until 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.

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

Directors' emoluments

Under the letter of appointment entered into between Mr. Leung and the Company on 18 November 2005, Mr. Leung is currently entitled to director's fees in the sum of HK\$50,000 per quarter or such higher sum as the remuneration committee of the Company may from time to time decide.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN THAT the annual general meeting of China Ting Group Holdings Limited (the “Company”) will be held at Salon 2–3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 30 May 2006 at 10:00 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 2005;
2. To declare a final dividend of HK4.6 cents per Share for the year ended 31 December 2005.
3. (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;
(iv) to re-elect Mr. Wong Sin Yung as an executive Director;
(v) to re-elect Dr. Cheng Chi Pang as an independent non-executive Director;
(vi) to re-elect Mr. Wong Chi Keung as an independent non-executive Director;
(vii) to re-elect Mr. Leung Man Kit as an independent non-executive Director; and
(B) to authorize the board of Directors (the “Board”) to determine the remuneration of the Directors.
4. To re-appoint Auditors and to authorize the Board to fix their remuneration.

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

5. (A) **“THAT:**
 - (i) subject to paragraph (iii) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) 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

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share capital of the Company 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 authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital 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 of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issues 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 of association of the Company 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 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

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under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized 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 recognized 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 aggregate nominal amount 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 aggregate nominal amount of the share capital of the Company in issue 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 of association of the Company 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 in general meeting.”

(C) **“THAT** conditional upon Resolutions No. 5(A) and 5(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. 5(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. 5(B).”

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As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

6. “**THAT**” the Articles of Association of the Company be and are hereby amended in the following manner:

Article 86(5)

By deleting the existing Article 86(5) in its entirety and substituting therefor a new Article 86(5) as follows:

“86(5)The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of this period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

By Order of the Board
Wong Sin Yung
Director and Company Secretary

Hong Kong, 25 April 2006

Notes:

- (1) A form of proxy for use at the annual general meeting of the Company or any adjournment thereof 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 at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 46/F, 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 you 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 to present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.

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- (5) The register of members of the Company will be closed from Wednesday, 24 May 2006 to Tuesday, 30 May 2006, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 December 2005 and for attending the annual general meeting of the Company to be held on 30 May 2006, all transfers of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 23 May 2006.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company, information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting, and the proposed amendment to the articles of association of the Company, will be despatched to the shareholders of the Company on 25 April 2006.