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**CHINA TING GROUP HOLDINGS LIMITED**

**華鼎集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 03398)**

**POLL RESULTS OF THE AGM  
HELD ON 22 MAY 2015**

The Board is pleased to announce that the Ordinary Resolutions set out in the Notice were duly passed by the Shareholders at the AGM on 22 May 2015 by way of poll.

Reference is made to the circular of the Company dated 22 April 2015 (the “**Circular**”) and all the Ordinary Resolutions proposed in the notice of the AGM dated 22 April 2015 (the “**Notice**”), which were despatched to the Shareholders on 22 April 2015. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE AGM**

Pursuant to the Listing Rules, voting at general meetings of the Company 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. Accordingly, at the AGM, poll voting for all the Ordinary Resolutions as set out in the Notice were proceeded.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the poll voting.

The poll results are as follows:-

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited financial statements and reports of the Directors and the auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 December 2014.	1,570,897,151 (100 %)	0 (0 %)
2.(A)	(i) To re-elect Mr. CHEUNG Ting Yin Peter as an executive Director.	1,570,583,151 (99.980011 %)	314,000 (0.019989 %)
	(ii) To re-elect Mr. CHENG Chi Pang as an independent non-executive Director.	1,570,583,151 (99.980011 %)	314,000 (0.019989 %)
	(iii) To re-elect Mr. LEUNG Man Kit as an independent non-executive Director.	1,562,652,000 (99.475131 %)	8,245,151 (0.524869 %)
2.(B)	To authorise the Board to determine the remuneration of the Directors.	1,570,897,151 (100 %)	0 (0 %)
3.	To re-appoint the Auditors and to authorise the Board to fix their remuneration.	1,570,897,151 (100 %)	0 (0 %)
4.(A)	To grant an unconditional general mandate to the Directors to allot and issue Shares. <i>(Note)</i>	1,562,652,000 (99.475131 %)	8,245,151 (0.524869 %)
4.(B)	To grant an unconditional general mandate to the Directors to repurchase Shares. <i>(Note)</i>	1,570,897,151 (100 %)	0 (0 %)
4.(C)	To extend the general mandate granted to the Directors to issue Shares by the nominal amount of the Shares repurchased. <i>(Note)</i>	1,562,966,000 (99.495120 %)	7,931,151 (0.504880 %)

*Note:* The full text of the resolution numbers 4.(A) to 4.(C) are set forth in the Notice.

All the Ordinary Resolutions were duly passed at the AGM.

As at the date of the AGM, the number of issued Shares was 2,099,818,000, which was the total number of Shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the Ordinary Resolutions at the AGM.

By order of the Board  
**China Ting Group Holdings Limited**  
**CHENG Ho Lung, Raymond**  
*Company Secretary*

Hong Kong, 22 May 2015

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