

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for the securities.



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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS AND RESUMPTION OF TRADING

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

Reference is made to the announcements of the Company dated 14 May 2015, 11 June 2015 and 10 July 2015 (the “**Announcements**”) in respect of the Possible Disposal. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

MEMORANDUM OF UNDERSTANDING

The Board was informed by Longerview that a memorandum of understanding (the “**MOU**”) was entered into between Longerview as potential vendor and an independent third party as potential purchaser (the “**Potential Purchaser**”) on 27 July 2015 in respect of the Possible Disposal. The Possible Disposal may involve a reorganisation of the Company (the “**Reorganisation**”, together with the Possible Disposal, the “**Proposal**”). The Reorganisation may be implemented by way of distribution or disposal of certain assets of the Company.

Pursuant to the MOU, a refundable earnest money of HK\$30 million (the “**Earnest Money**”), which will be held by an escrow agent, is payable by the Potential Purchaser to Longerview on or before the date of the relevant escrow agreement. The escrow agreement shall be entered into within 7 calendar days from the date of the MOU.

According to the MOU, Longerview agrees not to discuss or negotiate any arrangement with any other party in respect of the subject matter of the Possible Disposal for a period commencing from the date of the MOU and ending on the 90th calendar day (the “**Long Stop Date**”) after the payment date of the Earnest Money, or such any other dates to be agreed in written form by the parties to the MOU, whichever is later.

The MOU is not legally binding, save for the provisions relating to the Earnest Money, legal expenses, legal validity, confidentiality and governing law as stipulated under the MOU.

The Proposal is subject to further negotiations between Longerview and the Potential Purchaser and the execution of a formal sale and purchase agreement. Shareholders will be informed of any further developments with regard to the Proposal as and when necessary in accordance with the Listing Rules, the Takeovers Code and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Further announcement(s) on the progress of the Proposal will be made as and when appropriate in accordance with the Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Proposal is made.

Shareholders and potential investors of the Company shall be aware that no legally binding agreement in respect of the Proposal has been entered into. Accordingly, there is no assurance that the Proposal will materialise or eventually be consummated and the Proposal may or may not lead to a general offer. Shareholders of the Company and potential investors are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company.

TRADING HALT AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was halted with effect from 9:00 a.m. on 28 July 2015 pending the release of this announcement.

Application has been made by the Company for resumption of trading in its Shares on the Stock Exchange with effect from 1:00 p.m. on 29 July 2015.

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

Executive Director and Chief Executive Officer

Hong Kong, 29 July 2015

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

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