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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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND TERMINATION OF MEMORANDUM OF UNDERSTANDING

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**”).

Reference is made to the announcements of the Company dated 14 May 2015, 11 June 2015, 10 July 2015 in respect of the Possible Disposal and the announcements of the Company dated 29 July 2015, 28 August 2015 and 25 September 2015 in respect of the Proposal (collectively the “**Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements. In particular, as set out in the announcements of the Company dated 29 July 2015 and 28 August 2015, (i) the MOU was entered into between Longerview and the Potential Purchaser on 27 July 2015; (ii) the Earnest Money were paid by the Potential Purchaser and being held by an escrow agent pursuant to an escrow agreement; and (iii) the exclusivity period of the MOU (the “**Exclusivity Period**”) commenced from 27 July 2015 and would end on 28 October 2015.

The Board has been informed by Longerview that, (i) the Exclusivity Period ended on 28 October 2015 and no conclusion has been reached between Longerview and the Potential Purchaser in relation to the Proposal; (ii) upon the expiry of the Exclusivity Period, there has been no intention to extend the Exclusivity Period; (iii) following the termination of the MOU, the Earnest Money will be refunded to the Potential Purchaser in accordance with the MOU; (iv) except for the MOU and the escrow agreement as described above, no formal or legally binding agreement has been entered into between Longerview and the Potential Purchaser in respect of the Proposal; and (v) as at the date of this announcement, Longerview is not in discussion or negotiation with any other parties in respect of the Possible Disposal which may have implications under Rule 26.1 of the Takeovers Code.

For the purpose of the Takeovers Code, the offer period in respect of the Possible Disposal is deemed to have closed as at the date of this announcement, being 29 October 2015.

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.

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

Executive Director and Chief Executive Officer

Hong Kong, 29 October 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.