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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)**

### **DISCLOSEABLE TRANSACTIONS SUBSCRIPTIONS FOR CASH MANAGEMENT PRODUCTS**

The Board wishes to announce that the Group completed 155 transactions for subscription for cash management products offered by BoCom, CITIC and SPDB during the year ended 31 December 2022. As of the date of this announcement, all cash management products under the Subscriptions have been redeemed on maturity. The Group has received the principal as well as the amount of interest according to the terms of these cash management products.

#### **Discloseable transactions**

As each Subscription for the (a) BoCom Cash Management Products; (b) CITIC Cash Management Products; and (c) SPDB Cash Management Products was made with the same bank and is of similar terms and conditions, all such transactions with the same bank, individually or in aggregation with the then outstanding principal amounts, will be taken as if there were one transaction for the purpose of Rules 14.22 and 14.23 of the Listing Rules.

The highest applicable percentage ratio in respect of all transactions for Subscription with the same bank, individually or in aggregation with the then outstanding principal amounts, exceeds 5% but is less than 25% during the year ended 31 December 2022. Hence, the transactions for Subscription with the same bank constitute a discloseable transaction for the Company and is subject to the notification and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

### **Reason for non-compliance with the Listing Rules**

Pursuant to Rule 14.34 of the Listing Rules, the Company must publish an announcement as soon as possible after the terms of a discloseable transaction have been finalised. The Company has not complied with this requirement under Rule 14.34 of the Listing Rules.

The Directors confirm that the non-compliance was a result of mis-understanding of the executive Directors and the management team of the Group of the requirements under the Listing Rules that each Subscription could be treated as separate and in any event, forms part of the cash and bank balances of the Group.

For the purpose of avoiding any further inadvertent non-compliance, the Directors (including the independent non-executive Directors) have reviewed the Company's internal control regulations and procedures and have requested the Company to implement a series of remedial steps as set forth in this announcement.

The Board wishes to announce that the Group completed 155 transactions for subscription for cash management products offered by BoCom, CITIC and SPDB during the year ended 31 December 2022. As of the date of this announcement, all cash management products under the Subscriptions have been redeemed on maturity. The Group has received the principal as well as the amount of interest according to the terms of these cash management products.

### **BOCOM CASH MANAGEMENT PRODUCTS**

During the year ended 31 December 2022, certain members of the Group, namely China Ting (Hangzhou), Zhejiang Fucheng Fashion, Finity International Fashion, Zhejiang Fuhowe Fashion, Zhejiang Xinan Fashion, Hangzhou Huaxing, Zhejiang Concept Creator and Zhejiang China Ting Group, have entered into 78 transactions with BoCom for the subscription for the BoCom Cash Management Products. All these transactions were financed by the internal and readily available financial resources of the Group for the sole purpose of fully utilising part of the bank balances of the Group which have no immediate prescribed usage. Some of the bank balances was generated from the disposal of land and buildings as set forth in the announcement of the Company dated 30 June 2020. The terms and conditions of each of these transactions are identical (except for the dates, amounts involved and the duration) and all BoCom Cash Management Products have been redeemed by the Group on maturity as of the date of this announcement. The table below sets forth a summary of the material terms of each of the subscription for the BoCom Cash Management Products:

Name(s) of the BoCom Cash Management Products:	1. “Yun Tong Fortune” Fixed-Term Structured Deposit (「蘊通財富」定期型結構性存款)
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	2. Yun Tong Fortune Jiu Jiu Ri Ying (蘊通財富久久日盈)
	3. BOCOM Wealth Management Guaranteed Fixed Income Select (交銀理財穩享固收精選)
	4. BOCOM Wealth Management Guaranteed Cash Tian Li (交銀理財穩 享現金添利)
Date of the first transaction:	6 January 2022
Date of the last transaction:	12 December 2022
Last date of redemption:	20 December 2022
Nature of the BoCom Cash Management Products:	Principal-guaranteed and interest at the rate between 1.9% and 3.15% per annum
Average duration of each of the BoCom Cash Management Products:	40.7 days
Interest rate of each of the BoCom Cash Management Products:	Floating rate, a range of 1.9% to 3.15% per annum (based on the actual amount of return)
Average amount involved in each of the BoCom Cash Management Products:	RMB7.5 million
Highest outstanding principal amount involved during the year ended 31 December 2022:	RMB136.5 million
Total interest earned as a result of the subscription for the BoCom Cash Management Products:	RMB2.2 million
Governing law:	PRC law

The following sets forth the detailed information of the BoCom Cash Management Products:

No.	Subscription party	Name of the BoCom Cash Management Products	Subscription date	Duration (days)	Principal amount (RMB)
1.	China Ting (Hangzhou)	Structured deposit	6 January 2022	60	7,000,000
2.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 90 days	6 January 2022	90	31,000,000
3.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 90 days	7 January 2022	90	12,000,000
4.	Zhejiang Fuhowe Fashion	Structured deposit for 28 days	17 January 2022	28	9,000,000
5.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 28 days	17 January 2022	28	19,000,000
6.	Zhejiang Xinan Fashion	Structured deposit	21 January 2022	21	15,000,000
7.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 30 days	21 January 2022	30	10,000,000
8.	Zhejiang Xinan Fashion	Structured deposit	24 January 2022	28	7,000,000
9.	Zhejiang Concept Creator	Structured deposit for 28 days	27 January 2022	28	1,000,000
10.	Zhejiang China Ting Group	Wealth management subscription	29 January 2022	334	6,000,000
11.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 15 days	7 February 2022	15	10,000,000
12.	Zhejiang Xinan Fashion	Structured deposit	17 February 2022	98	15,000,000
13.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 98 days	17 February 2022	98	19,000,000
14.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 15 days	17 February 2022	15	10,000,000
15.	Zhejiang Xinan Fashion	Structured deposit	28 February 2022	18	7,000,000
16.	Zhejiang Xinan Fashion	Structured deposit	28 February 2022	14	5,000,000
17.	Zhejiang Xinan Fashion	Structured deposit	28 February 2022	8	2,000,000
18.	Zhejiang Concept Creator	Structured deposit for 16 days	21 March 2022	16	10,000,000
19.	Zhejiang Xinan Fashion	Structured deposit	21 March 2022	16	10,000,000
20.	Zhejiang Xinan Fashion	Structured deposit	24 March 2022	21	4,000,000
21.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 50 days	6 April 2022	50	10,000,000
22.	Zhejiang Concept Creator	Structured deposit for 95 days	8 April 2022	95	10,000,000
23.	Zhejiang Xinan Fashion	Structured deposit	8 April 2022	90	10,000,000
24.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 95 days	8 April 2022	95	30,000,000
25.	China Ting (Hangzhou)	Structured deposit	11 April 2022	35	8,000,000
26.	China Ting (Hangzhou)	Structured deposit	25 April 2022	63	5,000,000
27.	Zhejiang Xinan Fashion	Structured deposit	25 April 2022	28	5,000,000
28.	Zhejiang Concept Creator	Structured deposit for 14 days	28 April 2022	14	2,000,000
29.	Zhejiang Xinan Fashion	Structured deposit	28 April 2022	14	3,000,000
30.	Zhejiang Concept Creator	Structured deposit for 8 days	16 May 2022	8	2,000,000
31.	Zhejiang Xinan Fashion	Structured deposit	16 May 2022	21	3,500,000
32.	China Ting (Hangzhou)	Structured deposit	19 May 2022	63	11,000,000
33.	Zhejiang Concept Creator	Structured deposit for 8 days	13 June 2022	8	5,000,000
34.	Zhejiang Concept Creator	Structured deposit for 8 days	20 June 2022	8	3,000,000
35.	China Ting (Hangzhou)	Structured deposit	8 July 2022	54	14,000,000
36.	Zhejiang Concept Creator	Structured deposit for 8 days	11 July 2022	8	4,000,000
37.	Zhejiang Xinan Fashion	Structured deposit	11 July 2022	14	3,000,000

No.	Subscription party	Name of the BoCom Cash Management Products	Subscription date	Duration (days)	Principal amount (RMB)
38.	Zhejiang Xinan Fashion	Structured deposit	11 July 2022	28	5,000,000
39.	Zhejiang Concept Creator	Structured deposit for 98 days	14 July 2022	98	13,000,000
40.	Zhejiang Xinan Fashion	Structured deposit	14 July 2022	98	14,000,000
41.	Zhejiang Concept Creator	Structured deposit for 14 days	28 July 2022	14	4,000,000
42.	Zhejiang Xinan Fashion	Structured deposit	28 July 2022	28	2,000,000
43.	Zhejiang Xinan Fashion	Structured deposit	11 August 2022	28	4,000,000
44.	Zhejiang Concept Creator	Structured deposit for 21 days	18 August 2022	21	6,000,000
45.	Zhejiang Xinan Fashion	Structured deposit	25 August 2022	35	6,500,000
46.	Zhejiang Concept Creator	Structured deposit for 28 days	29 August 2022	28	7,500,000
47.	Hangzhou Huaxing	5811221087 BoCom Wealth Management Guaranteed Fixed Income Select Ri Kai No. 1 (7-day holding period) Wealth Management Product B	1 September 2022	78	4,500,000
48.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 40 days	1 September 2022	40	2,000,000
49.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 7 days	1 September 2022	7	3,000,000
50.	Zhejiang Concept Creator	Structured deposit for 8 days	13 September 2022	8	3,000,000
51.	Zhejiang Concept Creator	Structured deposit for 28 days	19 September 2022	28	4,000,000
52.	Zhejiang Concept Creator	Structured deposit for 28 days	19 September 2022	28	5,000,000
53.	Zhejiang Xinan Fashion	Structured deposit	19 September 2022	28	5,000,000
54.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 8 days	19 September 2022	8	3,000,000
55.	Zhejiang Concept Creator	Structured deposit for 28 days	26 September 2022	28	10,000,000
56.	Zhejiang China Ting Group	Structured deposit	28 September 2022	92	5,000,000
57.	Zhejiang China Ting Group	Structured deposit	28 September 2022	92	10,000,000
58.	Zhejiang Concept Creator	Structured deposit for 63 days	29 September 2022	63	5,500,000
59.	Zhejiang Xinan Fashion	Structured deposit	29 September 2022	63	1,700,000
60.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 99 days	29 September 2022	99	2,000,000
61.	Zhejiang Concept Creator	Structured deposit for 28 days	10 October 2022	28	5,500,000
62.	Zhejiang Xinan Fashion	Structured deposit	10 October 2022	28	5,000,000
63.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 14 days	17 October 2022	14	3,000,000
64.	Zhejiang Concept Creator	Structured deposit for 36 days	20 October 2022	36	3,000,000
65.	Zhejiang Concept Creator	Structured deposit for 35 days	24 October 2022	35	13,000,000
66.	Zhejiang Xinan Fashion	Structured deposit	24 October 2022	35	15,500,000
67.	Zhejiang Concept Creator	Structured deposit for 35 days	27 October 2022	35	5,000,000
68.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 21 days	31 October 2022	21	3,000,000
69.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 35 days	7 November 2022	35	3,000,000
70.	Zhejiang Xinan Fashion	Structured deposit	10 November 2022	8	1,500,000
71.	Zhejiang Xinan Fashion	Structured deposit	10 November 2022	15	2,000,000
72.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 15 days	10 November 2022	15	20,000,000
73.	Zhejiang Concept Creator	Structured deposit for 8 days	24 November 2022	8	4,500,000
74.	Zhejiang Fucheng Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 15 days	28 November 2022	15	4,000,000
75.	Zhejiang Concept Creator	Structured deposit for 28 days	1 December 2022	28	13,000,000
76.	Zhejiang Xinan Fashion	Structured deposit	1 December 2022	21	2,000,000

No.	Subscription party	Name of the BoCom Cash Management Products	Subscription date	Duration (days)	Principal amount (RMB)
77.	Zhejiang Xinan Fashion	Structured deposit	1 December 2022	28	12,000,000
78.	Zhejiang Concept Creator	Structured deposit for 8 days	12 December 2022	8	8,000,000

## CITIC CASH MANAGEMENT PRODUCTS

During the year ended 31 December 2022, certain members of the Group, namely Zhejiang Concept Creator, Hangzhou Huaxing, Zhejiang Huali, China Ting (Hangzhou), Zhejiang Xinan Fashion and Zhejiang Ching Ting Group, have entered into 69 transactions with CITIC for the subscription for the CITIC Cash Management Products. All these transactions were financed by the internal and readily available financial resources of the Group for the sole purpose of fully utilising part of the bank balances of the Group which have no immediate prescribed usage. Some of the bank balances was generated from the disposal of land and buildings as set forth in the announcement of the Company dated 30 June 2020. The terms and conditions of each of these transactions are identical (except for the dates, amounts involved and the duration) and all CITIC Cash Management Products have been redeemed by the Group on maturity as of the date of this announcement. The table below sets forth a summary of the material terms of each of the subscription for the CITIC Cash Management Products:

Name(s) of the CITIC Cash Management Products:	1. An Ying Xiang Fixed Income Stable (安盈象固收穩健)
	2. Win-Win Wisdom Credit Exchange Rate Linked RMB Structured Deposit (共贏智信匯率掛鈎人民幣結構性存款)
	3. Win-win Growth Cycle (共贏成長周期)
	4. Win-win Stability Cycle (共贏穩健周期)
	5. Tong Ying Xiang Fixed Income Stable (同盈象固收穩健)
	6. Gu Ying Xing Fixed Income Stable (固盈象固收穩健)
	7. An Ying Xiang Fixed Income Stable (安盈象固收穩健)

Date of the first transaction: 1 January 2022

Date of the last transaction: 16 December 2022

Last date of redemption: 29 December 2022

Nature of the CITIC Cash Management Products:	Principal-guaranteed and interest at the rate between 2.4% and 4.3% per annum
Average duration of each of the CITIC Cash Management Products:	52 days
Interest rate of each of the CITIC Cash Management Products:	Floating rate, a range of 2.4% to 4.3% per annum (based on the actual amount of return)
Average amount involved in each of the CITIC Cash Management Products:	RMB5.6 million
Highest outstanding principal amount involved during the year ended 31 December 2022:	RMB151.9 million
Total interest earned as a result of the subscription for the CITIC Cash Management Products:	RMB1.8 million
Governing law:	PRC law

The following sets forth the detailed information of the CITIC Cash Management Products:

No.	Subscription party	Name of the CITIC Cash Management Products	Subscription date	Duration (days)	Principal amount (RMB)
1.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 07773	1 January 2022	89	50,000
2.	Hangzhou Huaxing	An Ying Xiang Fixed Income Stable with a holding period of 7 days No.2	23 February 2022	268	6,000,000
3.	Hangzhou Huaxing	An Ying Xiang Fixed Income Stable with a holding period of 1 month No.4	23 February 2022	268	15,000,000
4.	Zhejiang Huali	Win-win Stability Cycle for 91 days (exclusive for new customers)	2 March 2022	91	1,000,000
5.	Zhejiang Huali	Win-win Stability Cycle for 35 days (exclusive for new customers)	2 March 2022	35	1,000,000
6.	China Ting (Hangzhou)	Win-win Stability Daily Income	3 March 2022	116	6,000,000
7.	Zhejiang Huali	Win-win Stability Cycle for 35 days (exclusive for new customers)	3 March 2022	35	1,000,000
8.	China Ting (Hangzhou)	Win-win Stability Daily Income	22 March 2022	97	3,000,000
9.	Zhejiang Huali	Win-win Stability Cycle for 35 days (exclusive for new customers)	2 April 2022	35	1,000,000
10.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 09061	2 April 2022	27	6,000,000
11.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 09131	3 April 2022	89	36,500,000



No.	Subscription party	Name of the CITIC Cash Management Products	Subscription date	Duration (days)	Principal amount (RMB)
12.	Zhejiang Xinan Fashion	Structured deposit	6 April 2022	90	19,250,000
13.	Zhejiang Xinan Fashion	Structured deposit	6 April 2022	90	10,800,000
14.	Zhejiang Huali	Win-win Stability Cycle for 35 days (exclusive for new customers)	8 April 2022	35	1,000,000
15.	Zhejiang Huali	Win-win Stability Cycle for 35 days (exclusive for new customers)	11 April 2022	35	1,000,000
16.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 09156	11 April 2022	91	6,800,000
17.	Zhejiang Huali	Win-win Stability Cycle for 35 days (exclusive for new customers)	12 April 2022	35	1,000,000
18.	Zhejiang Huali	Tong Ying Xiang Fixed Income Stable Ji Kai No. 28C	15 April 2022	90	2,000,000
19.	Zhejiang Huali	Win-win Stability Daily Income	7 May 2022	10	1,850,000
20.	Zhejiang Huali	Win-win Stability Daily Income	9 May 2022	8	1,000,000
21.	Zhejiang Huali	Win-win Stability Cycle for 35 days	17 May 2022	35	1,000,000
22.	Zhejiang Huali	Win-win Stability Cycle for 35 days	17 May 2022	35	2,000,000
23.	Zhejiang Huali	Win-win Stability Cycle for 35 days	19 May 2022	35	2,000,000
24.	Zhejiang Huali	Win-win Stability Cycle for 91 days	6 June 2022	91	1,000,000
25.	Zhejiang Huali	Win-win Stability Cycle for 91 days	10 June 2022	91	1,000,000
26.	Zhejiang Huali	Win-win Stability Daily Income	15 June 2022	6	1,000,000
27.	Zhejiang Huali	Win-win Stability Daily Income	16 June 2022	13	2,800,000
28.	Zhejiang Huali	An Ying Xiang Fixed Income Stable with a holding period of 7 days No.2C	21 June 2022	7	1,000,000
29.	Zhejiang Huali	An Ying Xiang Fixed Income Stable with a holding period of 7 days No.2C	23 June 2022	7	3,000,000
30.	Zhejiang Huali	Win-win Stability Daily Income	24 June 2022	5	1,000,000
31.	Zhejiang China Ting Group	Structured deposit	25 June 2022	31	10,000,000
32.	Zhejiang China Ting Group	Structured deposit	25 June 2022	90	25,000,000
33.	Zhejiang Huali	An Ying Xiang Fixed Income Stable with a holding period of 7 days No.2C	27 June 2022	7	2,000,000
34.	Zhejiang Huali	Win-win Stability Cycle for 35 days	30 June 2022	35	1,000,000
35.	Zhejiang Huali	Win-win Stability Daily Income	1 July 2022	15	1,200,000
36.	Zhejiang Huali	Win-win Stability Cycle for 91 days	6 July 2022	91	1,500,000
37.	Zhejiang Huali	Win-win Stability Daily Income	6 July 2022	10	1,500,000
38.	Zhejiang Huali	Win-win Stability Cycle for 35 days	7 July 2022	35	3,500,000
39.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 10477	7 July 2022	33	20,000,000
40.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 10478	7 July 2022	93	10,000,000
41.	Zhejiang Huali	Win-win Stability Daily Income	8 July 2022	19	3,000,000
42.	Zhejiang Xinan Fashion	Structured deposit	13 July 2022	30	19,390,000
43.	Zhejiang Huali	Win-win Stability Daily Income	14 July 2022	15	1,800,000
44.	Zhejiang Huali	Win-win Stability Daily Income	15 July 2022	20	2,290,000
45.	Zhejiang Huali	An Ying Xiang Fixed Income Stable Ji Kai No. 14C	20 July 2022	183	2,000,000
46.	Zhejiang Huali	An Ying Xiang Fixed Income Stable with a holding period of 7 days No.2C	1 August 2022	7	3,300,000
47.	Zhejiang Huali	Win-win Stability Daily Income	5 August 2022	8	800,000
48.	Zhejiang Huali	Win-win Stability Daily Income	10 August 2022	11	3,300,000
49.	Zhejiang Huali	An Ying Xiang Fixed Income Stable with a holding period of 1 month No.4C	12 August 2022	35	1,000,000



No.	Subscription party	Name of the CITIC Cash Management Products	Subscription date	Duration (days)	Principal amount (RMB)
50.	Zhejiang Huali	Gu Ying Xing Fixed Income Stable with a holding period of 2 months No. 1C	15 August 2022	65	3,500,000
51.	Zhejiang Huali	Win-win Stability Daily Income	15 August 2022	16	1,350,000
52.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 11076	15 August 2022	60	20,000,000
53.	Zhejiang Huali	Win-win Stability Daily Income	19 August 2022	12	500,000
54.	Zhejiang Huali	Win-win Stability Cycle for 35 days	31 August 2022	35	3,000,000
55.	Zhejiang Huali	Win-win Stability Daily Income	1 September 2022	15	2,330,000
56.	Zhejiang Xinan Fashion	Structured deposit	1 September 2022	30	15,000,000
57.	Zhejiang Huali	Win-win Stability Cycle for 91 days	7 September 2022	91	1,000,000
58.	Zhejiang Huali	Win-win Growth Cycle for 91 days	14 September 2022	91	1,000,000
59.	Zhejiang Huali	Win-win Growth Cycle for 91 days	19 September 2022	91	1,000,000
60.	Zhejiang Huali	Win-win Stability Daily Income	27 September 2022	18	1,000,000
61.	Zhejiang Huali	Win-win Stability Daily Income	30 September 2022	20	3,400,000
62.	Zhejiang China Ting Group	Structured deposit	1 October 2022	94	15,000,000
63.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 11872	12 October 2022	30	10,000,000
64.	Zhejiang Xinan Fashion	Structured deposit	12 October 2022	30	15,000,000
65.	Zhejiang Huali	Gu Ying Xing Fixed Income Stable with a holding period of 2 months No. 1C	20 October 2022	65	3,500,000
66.	Zhejiang Huali	Win-win Stability Daily Income	21 October 2022	4	3,120,000
67.	Zhejiang Concept Creator	Wisdom Credit Exchange Rate Linked RMB Structured Deposit tranche 12469	21 November 2022	30	20,000,000
68.	Zhejiang Xinan Fashion	Structured deposit	21 November 2022	30	13,000,000
69.	Zhejiang Huali	Win-win Stability Daily Income	16 December 2022	14	1,000,000

## SPDB CASH MANAGEMENT PRODUCTS

During the period from 24 June 2022 to 1 August 2022, certain members of the Group, namely Zhejiang Concept Creator, Bolinding Hangzhou Textile and Finity International Fashion, have entered into eight transactions with SPDB for the subscription for the SPDB Cash Management Products. All these transactions were financed by the internal and readily available financial resources of the Group for the sole purpose of fully utilising part of the bank balances of the Group which have no immediate prescribed usage. The terms and conditions of each of these transactions are identical (except for the dates, amounts involved and the duration) and all SPDB Cash Management Products have been redeemed by the Group on maturity as of the date of this announcement. The table below sets forth a summary of the material terms of each of the subscription transaction for the SPDB Cash Management Products:

Name(s) of the SPDB Cash Management Products:	1. Demand Li Duo Duo Call Deposit (活期利多多通知存款)
	2. Stable Profit Series (穩利系列)
Date of the first transaction:	24 June 2022

Date of the last transaction:	1 August 2022
Last date of redemption:	1 September 2022
Nature of the SPDB Cash Management Products:	Principal-guaranteed and interest at the rate between 1.0% and 3.2% per annum
Average duration of each of the SPDB Cash Management Products:	30 days
Interest rate of each of the SPDB Cash Management Products:	Floating rate, a range of 1.0% to 3.2% per annum (based on the actual amount of return)
Average amount involved in each of the SPDB Cash Management Products:	RMB6.1 million
Highest outstanding principal amount involved during the period from 24 June 2022 to 1 August 2022:	RMB35 million
Total interest earned as a result of the subscription for the SPDB Cash Management Products:	RMB0.14 million
Governing law:	PRC law

The following sets forth the detailed information of the SPDB Cash Management Products:

No.	Subscription party	Name of the SPDB Cash Management Products	Subscription Date	Duration (days)	Principal amount (RMB)
1.	Bolinding Hangzhou Textile	Structured deposit	24 June 2022	30	7,000,000
2.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 30 days	12 July 2022	30	10,000,000
3.	Finity International Fashion	“Yun Tong Fortune” Fixed-Term Structured Deposit for 90 days	12 July 2022	90	10,000,000
4.	Zhejiang Concept Creator	Demand to Li Duo Duo Call Deposit B	21 July 2022	5	1,000,000
5.	Bolinding Hangzhou Textile	Demand Li Duo Duo Call Deposit B	25 July 2022	7	7,000,000
6.	Zhejiang Concept Creator	Demand to Li Duo Duo Call Deposit B	25 July 2022	11	5,000,000
7.	Bolinding Hangzhou Textile	Demand Li Duo Duo Call Deposit B	26 July 2022	42	500,000
8.	Bolinding Hangzhou Textile	Structured deposit	1 August 2022	30	8,000,000

## **BASIS OF DETERMINATION FOR THE CONSIDERATION**

The Directors confirm that the amounts involved in the Subscriptions were based on the normal commercial terms after arm's length negotiations between the Group and each of BoCom, CITIC and SPDB having taken into consideration (a) the then liquidity position of the Group and (b) the interest rates offered by the BoCom Cash Management Products, CITIC Cash Management Products and SPDB Cash Management Products.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS**

The transactions for Subscription were entered into by the Group for treasury purpose in order to fully utilise the cash and bank balances of the Group. All BoCom Cash Management Products, CITIC Cash Management Products and SPDB Cash Management Products are principal-guaranteed cash management products. The Group has not encountered any situation in which any of the relevant banks is unable to return the principal and the interest amounts under all BoCom Cash Management Products, CITIC Cash Management Products and SPDB Cash Management Products.

Taking into account (a) a higher percentage of interest return through the Subscriptions as compared to the deposit interest rates generally offered by commercial banks in the PRC; (b) the low-risk involved in the Subscriptions; (c) the short maturity term involved in the Subscriptions; (d) all BoCom Cash Management Products, CITIC Cash Management Products and SPDB Cash Management Products are principal-guaranteed; and (e) the Subscriptions were not funded by external financial resources, the Directors (including the independent non-executive Directors) are of the view that the terms and conditions of the Subscriptions are fair and reasonable in the interests of the Company and its Shareholders as a whole.

## **INFORMATION ABOUT THE GROUP AND THE PARTIES**

### **Information on the Group**

The Group is principally engaged in garment manufacturing for export, retailing branded fashion apparel and property investment in the PRC.

Bolinding Hangzhou Textile is principally engaged in garment manufacturing and retailing, trademark holding and property investment in PRC. Each of China Ting (Hangzhou), Zhejiang Concept Creator, Zhejiang Fucheng Fashion, Zhejiang Fuhowe Fashion, Zhejiang Huali and Zhejiang Xinan Fashion is principally engaged in garment manufacturing in the PRC. Finity International Fashion is principally engaged in garment manufacturing and retailing and trademark holding in the PRC. Zhejiang China Ting Group is principally engaged in properties holding and garment trading. Hangzhou Huaxing is principally engaged in printing and dyeing of silk and other high-quality fabrics in the PRC.

### **Information on BoCom**

BoCom is a joint stock company incorporated in the PRC with limited liability and is principally engaged in banking business. BoCom is listed on the Stock Exchange (Stock code: 03328) and the Shanghai Stock Exchange (Stock code: 601328).

### **Information on CITIC**

CITIC is a joint stock company incorporated in the PRC with limited liability and is principally engaged in, amongst others, corporate finance, retail finance, financial markets and other businesses. CITIC is listed on the Stock Exchange (Stock code: 0998) and the Shanghai Stock Exchange (Stock Code: 601998).

### **Information on SPDB**

SPDB is a joint stock company incorporated in the PRC with limited liability and is principally engaged in the commercial banking business. SPDB is listed on the Shanghai Stock Exchange (Stock Code: 600000).

As of the date of this announcement and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of BoCom, CITIC, SPDB and their respective ultimate beneficial owner(s) are Independent Third Parties.

### **IMPLICATIONS UNDER THE LISTING RULES**

As each Subscription for the (a) BoCom Cash Management Products; (b) CITIC Cash Management Products; and (c) SPDB Cash Management Products was made with the same bank and is of similar terms and conditions, all such transactions with the same bank, individually or in aggregation with the then outstanding principal amounts, will be taken as if there were one transaction for the purpose of Rules 14.22 and 14.23 of the Listing Rules.

The highest applicable percentage ratio in respect of all transactions for Subscription with the same bank, individually or in aggregation with the then outstanding principal amounts, exceeds 5% but is less than 25% during the year ended 31 December 2022. Hence, the transactions for Subscriptions with the same bank constitute a discloseable transaction for the Company and is subject to the notification and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

### **REASON FOR NON-COMPLIANCE AND REMEDIAL ACTIONS TAKEN BY THE GROUP**

Pursuant to Rule 14.34 of the Listing Rules, the Company must publish an announcement as soon as possible after the terms of a discloseable transaction have been finalised. The Company has not complied with this requirement under Rule 14.34 of the Listing Rules.

The Directors confirm that the non-compliance was a result of mis-understanding of the executive Directors and the management team of the Group of the requirements under the Listing Rules that each Subscription could be treated as separate and in any event, forms part of the cash and bank balances of the Group.

For the purpose of avoiding any further inadvertent non-compliance, the Directors (including the independent non-executive Directors) have reviewed the Company's internal control regulations and procedures and have requested the Company to implement a series of remedial steps with immediate effect:

1. with the assistance of the external legal advisers, the Directors and the senior management team of the Group further understand the definition of financial products that may be acquired by the Group from time to time and are reminded to identify the circumstances which are expected to trigger the relevant compliance requirement under the Listing Rules and potential problems at an early stage;
2. the Group has updated and revised the internal guidelines on notifiable transactions under the Listing Rules and arranged the Directors and the senior management team of the Group to attend updated courses on the requirements under Listing Rules on notifiable and connected transactions;
3. the Group has strengthened the coordination and reporting arrangements for notifiable transactions among its subsidiaries for the purpose of compliance with the requirements under the Listing Rules; and
4. the Company will work more closely with its external legal advisers on the compliance issues and will consult its external legal advisers and auditors of the Group before entering any transaction which might constitute a notifiable transaction under the Listing Rules.

The Directors (including the independent non-executive Directors) believe that the implementation of the remedial measures set forth above will effectively rectify the situation and improve the compliance standard of the Group.

## **DEFINITIONS USED IN THIS ANNOUNCEMENT**

In this announcement, unless the context requires otherwise, the capitalised terms used herein shall have the following meanings:

- “Board” means the board of Directors;
- “BoCom” means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability and an Independent Third Party;

“BoCom Cash Management Products”	means the fixed-term deposit products offered by BoCom and subscribed by the Group;
“Bolinding Hangzhou Textile”	means Bolinding Hangzhou Textile Technology Limited (伯林鼎杭州紡織科技有限公司), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“China Ting (Hangzhou)”	means China Ting (Hangzhou) Textile Technology Company Limited (華鼎(杭州)紡織科技有限公司), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“CITIC”	means China CITIC Bank Corporation Limited (中信銀行股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and an Independent Third Party;
“CITIC Cash Management Products”	means the fixed-term deposit products offered by CITIC and subscribed by the Group;
“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, the shares of which are listed on the Stock Exchange (stock code: 3398);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	means the director(s) of the Company;
“Finity International Fashion”	means 菲妮迪國際時裝有限公司 (Finity International Fashion Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“Group”	refers to the Company and its subsidiaries;
“Hangzhou Huaxing”	means 杭州華星絲綢印染有限公司 (Hangzhou Huaxing Silk Printing Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“Hong Kong”	means The Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong dollars” or “HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;



“Independent Third Party(ies)”	refers to third party(ies) independent of and not connected with the Company and its connected person(s);
“Listing Rules”	means The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	means The People’s Republic of China which for the purpose of this announcement does not include Hong Kong, The Macau Special Administrative Region of The People’s Republic of China and Taiwan;
“Renminbi” or “RMB”	means Renminbi, the lawful currency of the PRC;
“Shareholders”	means the holders of the Shares;
“Shares”	means the ordinary shares of HK\$0.10 each in the issued share capital of the Company;
“SPDB”	means Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability and an Independent Third Party;
“SPDB Cash Management Products”	means the fixed-term deposit products offered by SPDB and subscribed by the Group, further information on which is set forth in this announcement;
“Stock Exchange”	refers to The Stock Exchange of Hong Kong Limited;
“Subscriptions”	means collectively, the subscriptions for the BoCom Cash Management Products, CITIC Cash Management Products and SPDB Cash Management Products;
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules;
“Zhejiang China Ting Group”	means 浙江華鼎集團有限責任公司 (Zhejiang China Ting Group Company Limited), a 92%-owned subsidiary of the Company established in the PRC with limited liability with the remaining equity interest currently held by Mr. Ding Hang Yee (丁幸兒) (as to 2%), a sibling of certain executive Directors and a connected person of the Company, and two Independent Third Parties (each as to 3%);

“Zhejiang Concept Creator”	means 浙江創越時裝有限公司 (Zhejiang Concept Creator Fashion Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“Zhejiang Fucheng Fashion”	means 浙江富成時裝有限公司 (Zhejiang Fucheng Fashion Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“Zhejiang Fuhowe Fashion”	means 浙江富豪時裝有限公司 (Zhejiang Fuhowe Fashion Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“Zhejiang Huali”	means 浙江華勵時裝有限公司 (Zhejiang Huali Fashion Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability;
“Zhejiang Xinan Fashion”	means 浙江信安時裝有限公司 (Zhejiang Xinan Fashion Company Limited), a wholly-owned subsidiary of the Company established in the PRC with limited liability; and
“%”	denotes per cent or percentage.

By order of the Board  
**China Ting Group Holdings Limited**  
**TING Man Yi**  
*Chairman*

Hong Kong, 23 June 2023

*As of the date of this announcement, the Board comprises four executive Directors, namely Mr. TING Man Yi (Chairman), Mr. TING Hung Yi (Chief Executive Officer), Mr. DING Jianer and Mr. CHEUNG Ting Yin, Peter and four independent non-executive Directors, namely Mr. CHENG Chi Pang, Mr. WONG Chi Keung, Mr. LEUNG Man Kit and Ms. LI Yuet Mui Xera.*