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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)**

### CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (“**Announcement**”) of China Ting Group Holdings Limited (the “**Company**”) dated 31 January 2012 in respect of the advancement made to Bernard Chaus, Inc. (“**Bernard Chaus**”). Unless the context requires otherwise, the capitalized terms used herein shall have the same meaning as those defined in the Announcement.

As stated in the Announcement, China Ting USA entered into the Debt Restructuring Agreement with the Bernard Chaus Companies. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, each of the Bernard Chaus Companies and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons. The Directors (including the independent non-executive Directors) are of the view that the Debt Restructuring and the terms of the Debt Restructuring Agreement are fair and reasonable and in the interests of the Company’s shareholders as a whole.

As one of the applicable percentage ratios in respect of the Debt Restructuring under Rule 14.07 of the Listing Rules exceed 5% and are less than 25%, the Debt Restructuring constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

The Board would like to clarify that in paragraph headed “RESUMPTION OF TRADING OF SHARES” of the Announcement, the phrases “Upon the request of the Board, trading of the Shares has been suspended from 9:30 a.m. on 26 January 2012 pending the issue of this announcement. The Company has applied for resumption of trading of the Shares from 9:30 a.m. on 1 February 2012.” should read as “Upon the request of the Board, trading of the Shares has been suspended from 9:00 a.m. on 26 January 2012 pending the issue of this announcement. The Company has applied for resumption of trading of the Shares from 9:00 a.m. on 1 February 2012.”.

By order of the Board  
**China Ting Group Holdings Limited**  
**TING Hung Yi**  
*Chief Executive Officer*

Hong Kong, 2 February 2012

*As at the date of this announcement, the board of directors (the “**Directors**”) of the Company comprises seven Directors, of which Mr. TING Man Yi (Chairman), Mr. TING Hung Yi (Chief Executive Officer), Mr. DING Jianer and Mr. CHEUNG Ting Yin, Peter are executive Directors, and Mr. WONG Chi Keung, Dr. CHENG Chi Pang and Mr. LEUNG Man Kit are independent non-executive Directors.*