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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)

MONTHLY PROGRESS UPDATE ON THE PROPOSAL PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

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 announcement of the Company dated 29 July 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.

The Board has been informed by Longerview that, (i) further to the signing of the MOU with the Potential Purchaser on 27 July 2015, the escrow agreement was entered into on 3 August 2015 and the Earnest Money has been paid by the Potential Purchaser and being held by the escrow agent; (ii) the exclusivity period has commenced from 27 July 2015, being the date of the MOU, and will end on 28 October 2015; (iii) the negotiation in respect of the Proposal between both parties has been ongoing as at the date of this announcement; (iv) as at the date of this announcement, the Potential Purchaser, together with its professional advisers, are in the process of conducting the due diligence work in respect of the Proposal; and (v) as at the date of this announcement, except for the MOU and the escrow agreement as described in the announcement of the Company dated 29 July 2015, no formal or legally binding agreement has been entered into between Longerview and the Potential Purchaser in respect of the Proposal.

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 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.

By Order of the Board of
China Ting Group Holdings Limited
TING HUNG YI
Executive Director and Chief Executive Officer

Hong Kong, 28 August 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.