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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of China Ting Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

The Listing Rules had been amended, among others, to require all listed issuers to adopt a uniform set of 14 core shareholder protection standards (the “**Core Standards**”) as set forth in Appendix 3 to the Listing Rules, which took effect on 1 January 2022. The Board proposes to make certain amendments to the Memorandum and Articles of Association to (i) conform to the Core Standards; (ii) allow general meetings to be held as an electronic meeting or a hybrid meeting in order to modernise the conduct of general meetings and provide flexibility to the Company in this respect; (iii) bring the Memorandum and Articles of Association in line with amendments made to the Listing Rules and the applicable laws in the Cayman Islands; and (iv) make other miscellaneous and housekeeping changes to update or clarify the provisions of the Memorandum and Articles of Association, including consequential amendments in line with the above amendments to the Memorandum and Articles of Association where it is considered desirable. To give effect to the aforesaid proposed amendments (the “**Proposed Amendments**”), the Board proposes to adopt the amended and restated Memorandum and Articles of Association (the “**Amended and Restated Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders (the “**Shareholders**”) of the Company at the forthcoming annual general meeting (the “**AGM**”) of the Company, and the Amended and Restated Memorandum and Articles of Association shall become effective upon the passing of such special resolution at the AGM. A circular containing, among others, details of the Proposed Amendments will be despatched to the Shareholders in due course.

By order of the Board
China Ting Group Holdings Limited
CHENG Ho Lung, Raymond
Company Secretary

Hong Kong, 14 April 2023

As of the date of this announcement, the Board comprises eight 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. CHENG Chi Pang, Mr. WONG Chi Keung, Mr. LEUNG Man Kit and Ms. LI Yuet Mui Xera are independent non-executive Directors.