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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Ting Group Holdings Limited (the “**Company**”) will be held at China Ting Industrial Complex, 56 Beisha East Road, Linping Industrial Area, Yuhang District, Hangzhou, China on Friday, 25 February 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications or amendments, the following resolution as ordinary resolution of the Company to be taken by way of poll:–

ORDINARY RESOLUTION

“**THAT** the provision of a loan guarantee in a sum of not more than RMB343.0 million (equivalent to approximately HK\$403.5 million) by Zhejiang China Ting to a bank as surety for a loan to Hangzhou China Ting Property in order to finance the acquisition by Hangzhou China Ting Property of the Land be and is hereby approved and any Director be and is authorised to do such acts and things, to sign and execute such other documents and to take such steps as he considers necessary, appropriate, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the proposed loan guarantee.”

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

Hong Kong, 2 February 2011

Registered office:—
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business
in Hong Kong:—*
28th Floor, Futura Plaza
111–113 How Ming Street
Kwun Tong
Kowloon
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Notes:—

- (1) A form of proxy for the EGM of the Company to be held on 25 February 2011 is enclosed with the circular of which this notice forms part.
- (2) Any Shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote at the EGM. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to vote on its or his or her behalf at the EGM. A proxy need not be a Shareholder.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
- (4) In case of joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if it or he or she were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Tuesday, 22 February 2011 to Friday, 25 February 2011, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 21 February 2011.
- (6) As of the date of this notice, the executive Directors are Mr. TING Man Yi (Chairman), Mr. TING Hung Yi (Chief Executive Officer), Mr. DING Jianer, Mr. CHEUNG Ting Yin, Peter, and the independent non-executive Directors are Dr. CHENG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit.