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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)

ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS

This announcement is made by the Board pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions.

The Directors refer to the Announcements in which the Group disclosed that it had provided the NBC Entrusted Loans (as defined in the Announcements) and the BOCOM Entrusted Loans (as defined in the Announcements) in an aggregate amount of RMB160.0 million (equivalent to HK\$200.0 million) to Zhongdou Group and Zhongdou Shopping Centre, respectively.

The Directors are aware that there are news on the Internet and other media reporting that Mr. YANG Dingguo could not be contacted and that the business of some department stores allegedly owned by Mr. YANG Dingguo have ceased their business operations temporarily.

The Directors confirm that there is no event of default occurred under the NBC Entrusted Loans and BOCOM Entrusted Loans as of the date of this announcement. The Directors further confirm that Zhongdou Group and Zhongdou Shopping Centre are required to pay interest on the NBC Entrusted Loans and BOCOM Entrusted Loans on Monday, 23 June 2014, failing which it would constitute an event of default under the respective entrusted loan agreements.

The Directors are also seeking legal advice from PRC legal advisers as to the rights the Group may have at the current stage and the appropriate protection steps that may be taken by the Group in light of the current situation.

As of the date of this announcement, the Directors are not able to ascertain whether the NBC Entrusted Loans and the BOCOM Entrusted Loans could be recovered in full. The Company will issue further announcement should there be any material unfavourable development in the matter.

Shareholders and prospective investors of the Company are advised to exercise caution when dealings in the Shares.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of China Ting Group Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of The Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions (the “**Inside Information Provisions**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The Directors refer to the two announcements (the “**Announcements**”) of the Company dated 5 February 2013 and 27 January 2014 in which the Group disclosed that it had provided the NBC Entrusted Loans (as defined in the Announcements) and the BOCOM Entrusted Loans (as defined in the Announcements) in an aggregate amount of RMB160.0 million (equivalent to HK\$200.0 million) to 中都控股集團有限公司 (Zhongdou Group Holdings Limited*) (“**Zhongdou Group**”) and 杭州中都購物中心有限公司 (Hangzhou Zhongdou Shopping Centre Company Limited*) (“**Zhongdou Shopping Centre**”), respectively. The NBC Entrusted Loans are provided through 寧波銀行股份有限公司杭州餘杭支行 (Ningbo Bank Corporation, Hangzhou Yuhang Branch*). The BOCOM Entrusted Loans are provided through 交通銀行股份有限公司浙江分行杭州餘杭支行 (The Bank of Communications Limited, Zhejiang Branch, Hangzhou Yuhang Sub-branch*). Zhongdou Group is owned as to 90% by Mr. YANG Dingguo and Zhongdou Shopping Centre is a non-wholly owned subsidiary of Zhongdou Group.

The Directors are aware that there are news on the Internet and other media reporting that Mr. YANG Dingguo could not be contacted and that some department stores allegedly owned by Mr. YANG Dingguo have ceased their business operations temporarily.

The Directors are not able to verify the correctness of these news reports and the likely impact on Zhongdou Group and Zhongdou Shopping Centre. The Directors are informed by Ningbo Bank Corporation confirms that they have commenced legal proceedings in respect of their loan arrangement with Zhongdou Group. The Bank of Communications Limited confirm that they are prepared to take appropriate collateral protection action under their loan arrangement with Zhongdou Shopping Centre.

The Directors confirm that there is no event of default occurred under the NBC Entrusted Loans and BOCOM Entrusted Loans as of the date of this announcement. The Directors further confirm that Zhongdou Group and Zhongdou Shopping Centre are required to pay interest on the NBC Entrusted Loans and BOCOM Entrusted Loans on Monday, 23 June 2014, failing which it would constitute an event of default under the respective entrusted loan agreements.

The Directors are also seeking legal advice from PRC legal advisers as to the rights the Group may have at the current stage and the appropriate protection steps that may be taken by the Group in light of the current situation. As of the date of this announcement, the Directors are not able to ascertain whether the NBC Entrusted Loans and the BOCOM Entrusted Loans could be recovered in full. The Company will issue further announcement should there be any material unfavourable development in the matter.

Shareholders and prospective investors of the Company are advised to exercise caution when dealings in the Shares.

By order of the Board of
China Ting Group Holdings Limited
TING HUNG YI
Chief Executive Officer

Hong Kong, 20 June 2014

** For identification purpose only. The English names are only translation of the official Chinese names. In case of inconsistency, the Chinese names shall prevail.*

Unless otherwise specified, translations of RMB into HK\$ in this circular are based on the rate of HK\$1.0 = RMB0.80. No representation is made that any amount in HK\$ and RMB can be or could have been converted at the relevant dates at this rate or any other rates at all.

As of the date of this announcement, the executive Directors are Mr. TING Man Yi, Mr. TING Hung Yi, Mr. DING Jianer and 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.