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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

### **(1) SHARE ISSUE MANDATE AND SHARE BUY-BACK MANDATE (2) RE-ELECTION OF RETIRING DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 27/F, King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 27 May 2022 at 10:30 a.m. is set forth in Appendix III to this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than Wednesday, 25 May 2022 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see the attached document for measures being taken to try to prevent and control the spread of the Coronavirus at the Annual General Meeting, including:

- **compulsory temperature checks**
- **compulsory health declarations**
- **compulsory wearing of surgical face masks**
- **mandatory scanning of the "LeaveHomeSafe" ("LHS") venue QR code using the LHS Mobile App or filling in a specified form as an alternative to the use of the LHS Mobile App (for individuals allowed under the relevant regulations)**
- **attendees aged 18 or above are required to receive at least two doses of COVID-19 vaccine to continue to use the Vaccine Pass;**
- **the number of attendees may be limited to ensure appropriate social distancing and may be admitted into the AGM venue on a first-come-first-served basis;**
- **no distribution of corporate gifts and refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy to vote on the resolution at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to any countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk](http://www.chp.gov.hk)) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Attendees must wear surgical face masks inside the AGM venue at all times, and maintain a safe distance between seats. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iv) Attendees must scan the LHS venue QR code using the LHS Mobile App before entering the AGM venue. For those attendees who are (i) aged 65 or above and aged 15 or below; (ii) with disability or (iii) recognised by the HKSAR Government or organisation(s) authorised by the HKSAR Government may fill in a specified form as an alternative to the use of the LHS Mobile App.
- (v) The Vaccine Pass is applicable to the Annual General Meeting. Attendees aged 18 or above are required to receive at least two doses of COVID-19 vaccine to continue to use the Vaccine Pass, except the holders of the COVID-19 Vaccination Medical Exemption Certificate (Exemption Certificate). All attendees are required to carry an electronic version or a paper copy of their COVID-19 vaccination record or Exemption Certificate.
- (vi) Following the Hong Kong Government's regulation, the number of attendees inside the AGM venue, who will be physically attending the Annual General Meeting, may be limited. Shareholders and/or their proxies may be admitted into the AGM venue on a first-come-first-served basis.
- (vii) No refreshments will be served, and there will be no corporate gifts.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the Annual General Meeting.

Subject to the development of COVID-19, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for further announcements and updates on the Annual General Meeting arrangements.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. **The Company strongly recommends Shareholders to exercise their voting rights, by using form of proxy with voting instruction inserted, appoint the Chairman of the Annual General Meeting as their proxy to vote on the resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.**

The form of proxy is attached to this Circular. Alternatively, the form of proxy can be downloaded from the Company's website. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Branch Share Registrar in Hong Kong as follows:

**Computershare Hong Kong Investor Services Limited**  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Website: <http://www.computershare.com/hk/contact>  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

|  |   |
|--|---|
| <b>“AGM” or “Annual General Meeting”</b> | means the annual general meeting of the Company to be held at 27/F, King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 27 May 2022 at 10:30 a.m., or any adjournment thereof;                    |
| <b>“AGM Notice”</b>                      | means the notice convening the AGM set forth in Appendix III to this circular;  |
| <b>“Articles”</b>                        | means the articles of association of the Company;   |
| <b>“associates”</b>                      | has the same meaning as ascribed thereto under the Listing Rules;   |
| <b>“Board”</b>                           | means the board of Directors or a duly authorised committee thereof for the time being;   |
| <b>“Branch Share Registrar”</b>          | means the branch share registrar in Hong Kong of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;                     |
| <b>“CG Code”</b>                         | the Corporate Governance Code set forth in Appendix 14 to the Listing Rules;  |
| <b>“close associate(s)”</b>              | has the same meaning as ascribed thereto under the Listing Rules;   |
| <b>“Companies Law”</b>                   | means the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;  |
| <b>“Company”</b>                         | means China Ting Group Holdings Limited (華鼎集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange (stock code: 3398); |
| <b>“core connected person(s)”</b>        | has the same meaning as ascribed thereto under the Listing Rules;   |
| <b>“Directors”</b>                       | means the directors of the Company for the time being and from time to time;  |
| <b>“Group”</b>                           | means the Company and its subsidiaries;   |
| <b>“HK\$”</b>                            | Hong Kong dollars, the lawful currency of Hong Kong;  |

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## DEFINITIONS

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|----------------------------------|---|
| <b>“Hong Kong”</b>               | means the Hong Kong Special Administrative Region of the People’s Republic of China;  |
| <b>“Latest Practicable Date”</b> | means 26 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular herein;   |
| <b>“Listing Rules”</b>           | means The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;   |
| <b>“Nomination Committee”</b>    | the nomination committee of the Board;  |
| <b>“Ordinary Resolution(s)”</b>  | means the proposed ordinary resolution(s) in respect of the matters referred to in the AGM Notice;  |
| <b>“Register of Members”</b>     | means the register of members of the Company;   |
| <b>“SFO”</b>                     | means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);  |
| <b>“Share(s)”</b>                | means the share(s) of HK\$0.10 each in the capital of the Company (or of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);  |
| <b>“Share Issue Mandate”</b>     | means the proposed general mandate to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate; |
| <b>“Share Buy-back Mandate”</b>  | means the proposed general mandate to be granted to the Directors to exercise all powers of the Company to buy-back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;                            |
| <b>“Shareholder(s)”</b>          | means the holder(s) of Share(s);  |
| <b>“Stock Exchange”</b>          | means The Stock Exchange of Hong Kong Limited;  |

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## DEFINITIONS

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**“Takeovers Codes”** means The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended or supplemented from time to time; and

**“%”** means percent.

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## EXPECTED TIMETABLE

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Despatch of this circular and the AGM Notice . . . . . Friday, 29 April 2022

Latest time for lodging transfer forms of Shares to  
qualify for entitlements to attend and vote at the  
AGM. . . . . 4:30 p.m.  
on Monday, 23 May 2022

Closure of Register of Members for the purpose of  
determining the voting rights for the AGM (both  
days inclusive). . . . . from Tuesday, 24 May 2022 to  
Friday, 27 May 2022

Latest time for lodging forms of proxy for  
the AGM (in any event not less than 48 hours before  
the time appointed for holding the AGM or  
any adjournment thereof). . . . . 10:30 a.m.  
on Wednesday, 25 May 2022

Date and time of the AGM . . . . . 10:30 a.m.  
on Friday, 27 May 2022

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*Notes:*

1. All dates and time set forth in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.



**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)**

*Executive Directors:*

Mr. TING Man Yi (*Chairman*)  
Mr. TING Hung Yi (*Chief Executive Officer*)  
Mr. DING Jianer  
Mr. CHEUNG Ting Yin, Peter

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent non-executive Directors:*

Mr. CHENG Chi Pang  
Mr. WONG Chi Keung  
Mr. LEUNG Man Kit

*Head office and principal place  
of business in Hong Kong:*

27th Floor, King Palace Plaza  
55 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir/Madam,

**(1) SHARE ISSUE MANDATE  
AND SHARE BUY-BACK MANDATE  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the Share Issue Mandate, the Share Buy-back Mandate, the proposed re-election of the retiring Directors and the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 3 June 2021, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 419,963,600 Shares representing 20% of the total number of Shares in issue as at that date. Such mandate will lapse at the conclusion of the forthcoming AGM.

At the AGM, the Ordinary Resolution no. 4(A) will therefore be proposed for the Shareholders to consider and, if thought fit, approve a new general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares during the period as set forth in the Ordinary Resolution no. 4(A) of up to 20% of the total number of Shares in issue as at the date of passing the Ordinary Resolution no. 4(A). In addition, Ordinary Resolution no. 4(C) will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares bought back by the Company under the authority of the Share Buy-back Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,099,818,000 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 419,963,600 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set forth in the Ordinary Resolutions nos. 4(A) and 4(C) as referred to in the AGM Notice. These mandates will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolutions nos. 4(A) and 4(C) respectively is revoked or varied by an ordinary resolution of the Shareholders.

### 3. SHARE BUY-BACK MANDATE

At the annual general meeting of the Company held on 3 June 2021, a general mandate was also granted to the Directors to exercise the powers of the Company to buy-back Shares on the Stock Exchange of up to 209,981,800 Shares, representing 10% of the total number of Shares in issue as at that date. Such mandate will lapse at the conclusion of the forthcoming AGM.

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## LETTER FROM THE BOARD

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At the AGM, the Ordinary Resolution no. 4(B) will therefore be proposed for the Shareholders to consider and, if thought fit, approve a new general mandate to be granted to the Directors to exercise the powers of the Company to buy-back Shares during the period as set forth in the Ordinary Resolution no. 4(B) of up to 10% of the total number of Shares in issue as at the date of passing the Ordinary Resolution no. 4(B). The Shares which may be bought-back pursuant to the Share Buy-back Mandate is up to 10% of the total number of Shares in issue on the date of passing the resolution approving the Share Buy-back Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,099,818,000 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Buy-back Mandate, the maximum number of Shares which may be bought-back pursuant to the Share Buy-back Mandate will be 209,981,800 Shares.

An explanatory statement as required under Rule 10.06 of the Listing Rules, giving certain information regarding the Share Buy-back Mandate, is set forth in Appendix I to this circular. The Share Buy-back Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles, or any other applicable laws to be held; and
- (c) the date on which the authority given under the Ordinary Resolution no. 4(B) is revoked or varied by an ordinary resolution of the Shareholders.

#### **4. RE-ELECTION OF THE RETIRING DIRECTORS**

In accordance with article 87 of the Articles, the following Directors, namely Mr. TING Man Yi, Mr. TING Hung Yi and Mr. CHENG Chi Pang will retire at the AGM and, being eligible, would offer themselves for re-election. Details of such retiring Directors proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

According to code provision B.2.3 of the CG Code, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. Mr. CHENG Chi Pang is holding other listed company directorships as set forth in his biographical information set forth in Appendix II to this circular and has been serving as the independent non-executive Directors for more than 9 years. Mr. CHENG Chi Pang has confirmed his independence with reference to the factors set forth in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skill and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set forth in the Company's board diversity policy and the Company's corporate strategy, and the independence of Mr. CHENG Chi Pang. The Nomination Committee has

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## LETTER FROM THE BOARD

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recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Board accepted the recommendations made by the Nomination Committee and considers that Mr. CHENG Chi Pang is independent in accordance with the independence guidelines set forth in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board, therefore, considers him to be independent and believes that he should be re-elected.

Set forth below are the length of tenure of each independent non-executive Directors pursuant to code provision B.2.4(a) of the CG Code:

| <b>Name of Director</b> | <b>Date of appointment</b> | <b>Length or tenure</b> |
|-------------------------|----------------------------|-------------------------|
| Mr. CHENG Chi Pang      | 18 November 2005           | Over 16 years           |
| Mr. WONG Chi Keung      | 18 November 2005           | Over 16 years           |
| Mr. LEUNG Man Kit       | 18 November 2005           | Over 16 years           |

### 5. AGM

Set forth in Appendix III to this circular is the AGM Notice at which, among other things, resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors.

### 6. PROXY ARRANGEMENT

A form of proxy for the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than Wednesday, 25 May 2022 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### 7. CLOSURE OF THE REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 23 May 2022 for such purpose.

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## LETTER FROM THE BOARD

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### 8. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions of the Company put to vote at the AGM will be taken by way of poll.

The poll results will be published on the Stock Exchange's website and the Company's website after the conclusion of the AGM.

### 9. RECOMMENDATION

The Directors are of the opinion that the grant of the Share Issue Mandate and the Share Buy-back Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 10. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

Yours faithfully  
For and on behalf of the Board  
**TING Man Yi**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Buy-back Mandate for your consideration.*

## **1. LISTING RULES RELATING TO THE SHARE BUY-BACK**

The Listing Rules permit companies with a primary listing on the main board of the Stock Exchange to purchase their securities subject to certain restrictions.

## **2. SHAREHOLDERS' APPROVAL**

All proposed buy-back of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval for a particular transaction.

## **3. THE SHARE BUY-BACK PROPOSAL**

The resolution set forth as Ordinary Resolution no. 4(B) relates to the granting of a general and unconditional mandate to the Directors to buy-back on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong, Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the resolution.

As at the Latest Practicable Date, there were 2,099,818,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate at the AGM and on the basis that no further Shares are issued or bought-back before the AGM, the Company will be allowed under the Share Buy-back Mandate to buy-back a maximum of 209,981,800 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company; the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **4. REASONS FOR SHARE BUY-BACK**

Although the Directors have no present intention of buy-back the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy-back Shares of the Company on the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## 5. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for such share buy-back in accordance with the memorandum of association of the Company and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any purchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the purchase or subject to the Companies Laws, out of capital provided that on the day immediately following the date of buy-back the Company is able to pay its debts as they fall due in the ordinary course of business.

As compared with the financial position of the Company as at 31 December 2021 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Buy-back Mandate is exercised in full during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

| Month  | Price Per Share        |                       |
|--|------------------------|-----------------------|
|  | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| April 2021                                     | 0.380                  | 0.330                 |
| May 2021                                       | 0.345                  | 0.310                 |
| June 2021                                      | 0.330                  | 0.300                 |
| July 2021                                      | 0.350                  | 0.305                 |
| August 2021                                    | 0.345                  | 0.325                 |
| September 2021                                 | 0.320                  | 0.295                 |
| October 2021                                   | 0.350                  | 0.300                 |
| November 2021                                  | 0.350                  | 0.295                 |
| December 2021                                  | 0.350                  | 0.300                 |
| January 2022                                   | 0.350                  | 0.290                 |
| February 2022                                  | 0.330                  | 0.300                 |
| March 2022                                     | 0.330                  | 0.250                 |
| April 2022 (up to the Latest Practicable Date) | 0.330                  | 0.250                 |

**7. GENERAL INFORMATION AND UNDERTAKINGS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Buy-back Mandate is approved by the Shareholders.

No core connected person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, to exercise the Share Buy-back Mandate in accordance with the Listing Rule, all the applicable laws of the Cayman Islands, and the regulations set forth in the memorandum of association of the Company and the Articles.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

There was no bought-back by the Company, or any of its subsidiaries, of any listed securities of the Company during the six months prior to the Latest Practicable Date.

**9. TAKEOVERS CODES**

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Codes.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Longerview Investments Limited, being the substantial Shareholder (as defined in the Listing Rules) of the Company, together with its associates, was beneficially interested in 1,490,000,000 Shares representing approximately 70.96% of the issued share capital of the Company. In the event that the Directors exercise the Share Buy-back Mandate in full in accordance with the terms of the Ordinary Resolution no. 4(B) to be proposed at the AGM, the interests of Longerview Investments Limited, together with its associates, in the Company would be increased to approximately 78.84% of the issued share capital, which will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes but will reduce the amount of Shares held by the public to below 25% of the total number of issued Shares of the Company.

The Directors have no intention to exercise the Share Buy-back Mandate to such extent as would result in the amount of Shares being held by the public to fall below 25% of the total issued share capital of the Company nor to the extent that would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes. Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Codes as a consequence of any buy-back pursuant to the Share Buy-back Mandate.

*The following sets forth the details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Articles.*

**A. MR. TING MAN YI****Executive Director***Experience*

**Mr. TING Man Yi**, aged 65, is the Chairman of the Group and an executive Director. Mr. TING Man Yi started the business of the Group in December 1992 and has considerable experience in the silk fabric and silk garment manufacturing and trading business. Prior to establishing the initial company of the Group, Mr. TING Man Yi worked for Hangzhou Silk Industrial Company (杭州市絲綢工業公司) from 1981 to 1986. Mr. TING Man Yi is currently responsible for the overall strategic planning of the Group, especially overseeing the expansive manufacturing industrial complex in Hangzhou, as well as the planning and implementation of major new investments and projects of the Group.

Save as disclosed above, Mr. TING Man Yi does not (i) hold any other positions within the Group, (ii) has no other major appointments and professional qualifications, and (iii) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

The renewed term of service of Mr. TING Man Yi is three years commencing from 18 November 2020. The term of office of Mr. TING Man Yi shall continue after the expiration of the initial term until at least 6 months' prior written notice or payment of 6 months' salary in lieu of such notice by either Mr. TING Man Yi or the Company to terminate the same.

*Relationships*

Mr. TING Man Yi is the elder brother of Mr. TING Hung Yi and Mr. DING Jianer, both executive Directors, and the younger brother of Ms. DING Yinger, the general manager (finance) of the Group in China.

Save as disclosed above, Mr. TING Man Yi has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware of, as at the Latest Practicable Date, Mr. TING Man Yi holds the entire issued share capital in Firmsuccess Limited which holds 41.5% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 70.96% of the issued share capital of the Company. Mr. TING Man Yi, through Firmsuccess Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is a controlling shareholder (as defined in the Listing Rules) of the Company.

*Directors' emoluments*

Under the renewed service contract entered into between Mr. TING Man Yi and the Company on 18 November 2020, Mr. TING Man Yi is currently entitled to an annual salary of HK\$3,000,000 (subject to annual review by the remuneration committee of the Board and any annual increment shall not be more than 15% of the annual salary for the immediately preceding year). In addition, Mr. TING Man Yi may also be entitled to a management bonus of such amount by reference to the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items (the “**Net Profits**”) in respect of each complete financial year of the Company during which his appointment hereunder subsists, provided that the aggregate amount of the management bonus payable to all members of the Board (other than the independent non-executive Directors of the Company) in respect of any financial year of the Group shall not exceed 4% of the Net Profits for the relevant financial year.

The Company's policies concerning remuneration of the Directors are as follows:

- (i) the amount of remuneration is determined by the remuneration committee of the Board on the basis of the relevant Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the Directors under their remuneration arrangement; and
- (iii) the Directors may be granted, at the discretion of the Board with the endorsement of the remuneration committee of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration package.

*Matters that need to be brought to the attention of the Shareholders*

Save as disclosed above, there are no other matters concerning Mr. TING Man Yi that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**B. MR. TING HUNG YI****Executive Director***Experience*

**Mr. TING Hung Yi**, aged 61, is the Chief Executive Officer of the Group and an executive Director. He is also a member of the nomination committee and the remuneration committee of the Company. Mr. TING Hung Yi joined the Group in May 2002 and is principally responsible for the strategic development of the Group's OEM, ODM, and retail businesses. Prior to joining the Group, Mr. TING Hung Yi was the general manager of a trading company in Hong Kong between 1991 and 2002. Mr. TING Hung Yi graduated from Zhejiang Sci-Tech University (浙江理工大學), formerly known as Zhejiang Institute of Silk Textiles (浙江絲綢工學院), in 1987 and has over 30 years of experience in the operations of garment export.

Save as disclosed above, Mr. TING Hung Yi does not (i) hold any other positions within the Group, (ii) has no other major appointments and professional qualifications, and (iii) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

The renewed term of service of Mr. TING Hung Yi is three years commencing from 18 November 2020. The term of office of Mr. TING Hung Yi shall continue after the expiration of the initial term until at least 6 months' prior written notice or payment of 6 months' salary in lieu of such notice by either Mr. TING Hung Yi or the Company to terminate the same.

*Relationships*

Mr. TING Hung Yi is the younger brother of Mr. TING Man Yi and Mr. DING Jianer, both are executive Directors.

Save as disclosed above, Mr. TING Hung Yi has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware of, as at the Latest Practicable Date, Mr. Ting Hung Yi holds the entire issued share capital in In Holdings Limited which holds 40.5% of the issued share capital of Longerview Investments Limited. Longerview Investments Limited holds 70.96% of the issued share capital of the Company. Mr. TING Hung Yi, through In Holdings Limited and Longerview Investments Limited, was interested in 1,490,000,000 Shares and is the ultimate controlling shareholder (as defined in the Listing Rules) of the Company.

*Directors' emoluments*

Under the renewed service contract entered into between Mr. TING Hung Yi and the Company on 18 November 2020, Mr. TING Hung Yi is currently entitled to an annual salary of HK\$3,000,000 (subject to annual review by the remuneration committee of the Board and any annual increment shall not be more than 15% of the annual salary for the immediately preceding year). In addition, Mr. TING Hung Yi may also be entitled to a management bonus of such amount by reference to the Net Profits in respect of each complete financial year of the Company during which his appointment hereunder subsists, provided that the aggregate amount of the management bonus payable to all members of the Board (other than the independent non-executive Directors of the Company) in respect of any financial year of the Group shall not exceed 4% of the Net Profits for the relevant financial year.

Please refer to the sub-paragraph headed "Directors' emoluments" under the paragraph headed "A. Mr. TING MAN YI" above in this Appendix for the Company's policies concerning remuneration of the Directors.

*Matters that need to be brought to the attention of the Shareholders*

Save as disclosed above, there are no other matters concerning Mr. TING Hung Yi that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**C. MR. CHENG CHI PANG****Independent non-executive Director***Experience*

**Mr. CHENG Chi Pang** ("Mr. CHENG"), aged 64, was appointed as an independent non-executive Director in November 2005. He is also a member of the audit committee, the nomination committee and the remuneration committee of the Company. Mr. CHENG obtained a Bachelor's Degree in Business in 1992, a Master's Degree in Business Administration in 1997 and a Master's Degree in Laws (Chinese and Comparative Law) in 2009. Mr. CHENG is an associate member of each of the

Hong Kong Institute of Certified Public Accountants, CPA Australia, the Taxation Institute of Hong Kong and a member of the Institute of Chartered Accountants in England and Wales.

Mr. CHENG is a Certified Public Accountant practicing in Hong Kong with over 30 years of experience in auditing and business advisory as well as financial management. Mr. CHENG was chief executive and group financial controller of NWS Holdings Limited (“NWSH”) (stock code: 0659), the shares of which are listed on the Stock Exchange. Prior to joining NWSH, he was a senior manager of an international accounting firm. Mr. Cheng has been appointed as the chairman of Vantage Partner CPA Limited with effect from 1 January 2020. He is also an independent non-executive director and chairman of audit committee of Tianjin Port Development Holdings Limited (stock code: 3382), which is listed on the Stock Exchange, and chief executive officer of L&E Consultants Limited. He was an independent non-executive director of Fortune Sun (China) Holdings Limited (stock code: 0352), which is listed on the Stock Exchange from June 2006 to June 2019.

Save as disclosed above, Mr. CHENG does not (i) hold any other positions within the Group, (ii) has no other major appointments and professional qualifications, and (iii) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

The renewed term of service of Mr. CHENG pursuant to the letter of appointment entered into with the Company is three years commencing from 18 November 2020.

During the term of appointment, either Mr. CHENG or the Company may terminate the term of appointment by giving the other at least 3 months’ written notice by Mr. CHENG to terminate the same. The Company may at any time by summary notice in writing terminate the same if Mr. CHENG commits any breach of any of his material obligations and/or undertakings under the letter of appointment or commits an act of bankruptcy or commits any act which would under any applicable laws, permit the Company to terminate his appointment.

The Company has received from Mr. CHENG his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. CHENG has served on the Board as an independent non-executive Director for more than nine years and, during such tenure, he has given independent guidance and advice to the Company. Mr. CHENG has not engaged in any executive management of the Company and its subsidiaries. Taking into consideration his records of independence during his term of service, the Directors consider Mr. CHENG to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.

*Relationships*

Mr. CHENG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware of, as at the Latest Practicable Date, Mr. CHENG was interested in 200,000 Shares of the Company.

*Directors' emoluments*

Under the renewed letter of appointment entered into between Mr. CHENG and the Company on 18 November 2020, Mr. CHENG is currently entitled to director's fees in the sum of HK\$20,000 per month or such higher sum as the remuneration committee of the Company may from time to time decide.

Please refer to the sub-paragraph headed "Directors' emoluments" under the paragraph headed "A. Mr. TING MAN YI" above in this Appendix for the Company's policies concerning remuneration of the Directors.

*Matters that need to be brought to the attention of the Shareholders*

Save as disclosed above, there are no other matters concerning Mr. CHENG that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.



## 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of China Ting Group Holdings Limited (the “**Company**”) will be held at 27/F, King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 27 May 2022 at 10:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) of the Company and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2021.
2. (A) (i) To re-elect Mr. TING Man Yi as an executive Director.  
(ii) To re-elect Mr. TING Hung Yi as an executive Director.  
(iii) To re-elect Mr. CHENG Chi Pang as an independent non-executive Director.  
(B) To authorise the board (the “**Board**”) of Directors to determine the remuneration of the Directors.
3. To re-appoint the Auditor and authorise the Board to fix its remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) “**THAT:**

- (i) subject to paragraph (iii) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into shares of the Company or options, warrants or similar rights to subscribe for shares or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this Resolution and the said approval be limited accordingly; and

(iv) for the purpose of this Resolution:

(aa) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

(bb) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(ii) the number of issued shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

(aa) the conclusion of the next annual general meeting of the Company;

(bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or

(cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon Resolutions nos. 4(A) and 4(B) above being passed, the general mandate granted to the Directors of the Company to allot, issue or otherwise deal with additional shares pursuant to Resolution no. 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares which may be bought back by the Company under the authority granted pursuant to Resolution no. 4(B).”

By Order of the Board  
**CHENG Ho Lung, Raymond**  
*Company Secretary*

Hong Kong, 29 April 2022

*Notes:*

- (1) A form of proxy for the annual general meeting of the Company to be held on Friday, 27 May 2022 is enclosed.
- (2) Any member entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the annual general meeting of the Company. A proxy need not be a member of the Company.

- (3) In order to be valid, the form of proxy completed in accordance with the instructions set forth 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 to the Company's branch share registrar in Hong Kong, 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 annual general meeting of the Company (i.e. not later than Wednesday, 25 May 2022 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person at the annual general meeting 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 annual general meeting of the Company, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting 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, 24 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the annual general meeting of the Company, all share transfer documents accompanied by the relevant share certificates, 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 for registration not later than 4:30 p.m. on Monday, 23 May 2022 for such purpose.
- (6) A circular containing, *inter alia*, details of the proposed general mandates to issue and buy-back shares of the Company, and information of the retiring directors of the Company who are proposed to be re-elected at the annual general meeting, will be despatched to the shareholders of the Company on 29 April 2022.
- (7) As at the date of this notice, the executive Directors are Mr. TING Man Yi (Chairman), Mr. TING Hung Yi (Chief Executive Officer), Mr. DING Jianer and Mr. CHEUNG Ting Yin, Peter, and the independent non-executive Directors are Mr. CHENG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit.