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GTI HOLDINGS LIMITED

共享集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3344)

SECOND SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE ACQUISITION OF 66% OF EQUITY INTEREST IN ZHONGCHENG HUIYU TECHNOLOGY SERVICES COMPANY LIMITED AND THE SALE LOAN

This announcement is made by GTI Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 6 October 2017 and 4 January 2018 respectively in relation to the Possible Acquisition. Capitalised terms used herein shall have the same meanings as those defined in the Announcements, unless the context requires otherwise.

As disclosed in the Announcement dated 4 January 2018, Great Fortune and the Vendors shall proceed to the negotiation for a legally-binding Formal Agreement on or before the date falling 180 days from the date of the MOU (or such later date as the parties thereto shall agree), failing which the MOU shall lapse. In addition, as disclosed in the Announcement dated 4 January 2018, it is also agreed that the Vendors shall not within 180 days from the date of the MOU (or such later date as the parties shall agree) negotiate with any party (other than Great Fortune) for the Possible Acquisition.

The Board wishes to inform the Shareholders and investors that, as additional time is required for the Due Diligence Review and the negotiation of the terms of the Possible Acquisition, Great Fortune and the Vendors entered into a second supplemental memorandum of understanding on 4 April 2018 (after trading hours of the Stock Exchange), pursuant to which the parties agreed to further extend the long stop date for the entering into of the Formal Agreement and the expiry date of the exclusivity period under the MOU to 240 days from the date of the MOU (or such later date as the parties may agree).

The Board wishes to emphasize that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition materialises, it may constitute a notifiable transaction on the part of the Company. Moreover, the Possible Acquisition will be subject to certain conditions precedent which may not be able to be fulfilled or waived. Shareholders and investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event that any Formal Agreement has been signed.

By order of the Board
GTI Holdings Limited
Poon Sum
Chairman

Hong Kong, 4 April 2018

As at the date of this announcement, the Board comprises (i) Mr. Poon Sum (Chairman) and Mr. Cheung Tat Chung (Chief Executive Officer) as executive Directors; and (ii) Mr. Chan Shu Kin, Dr. Tse Kwok Sang and Mr. Chiu Wai Piu as independent non-executive Directors.