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GTI HOLDINGS LIMITED

共享集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock code: 3344)

COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 14.0% OF THE EQUITY INTEREST IN COULMAN INTERNATIONAL LIMITED INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions of the Sale and Purchase Agreement have been fulfilled and Completion took place on 19 December 2018 in accordance with the terms and conditions of the Sale and Purchase Agreement. A total of 240,997,229 Consideration Shares were issued to the Vendor, at the issue price of HK\$0.361 per Consideration Share.

Reference is made to the announcement dated 27 November 2018 (the “**Announcement**”) issued by GTI Holdings Limited (the “**Company**”) in relation to the Acquisition. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise specified herein.

The Board is pleased to announce that all the conditions of the Sale and Purchase Agreement have been fulfilled and Completion took place on 19 December 2018 in accordance with the terms and conditions of the Sale and Purchase Agreement. Immediately after Completion, the Target Company will be accounted as an associate of the Company.

A total of 240,997,229 Consideration Shares were issued to the Vendor, at the issue price of HK\$0.361 per Consideration Share. The number of the Consideration Shares represent (i) approximately 4.47% of the existing issued share capital of the Company immediately before Completion; and (ii) approximately 4.27% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion:

	(i) immediately before Completion		(ii) immediately after Completion	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Shareholders				
Gold Train Investments Limited (Note 1)	3,458,790,000	64.09%	3,458,790,000	61.35%
Ms. Wong Hiu Hung (Note 2)	4,000,000	0.07%	4,000,000	0.07%
Public Shareholders				
The Vendor (Note 3)	320,000	0.01%	241,317,229	4.28%
Mr. Leung Chau Ping, Paul (Note 3)	7,432,000	0.14%	7,432,000	0.13%
Other public Shareholders	1,926,188,909	35.69%	1,926,188,909	34.17%
Total	5,396,730,909	100.00%	5,637,728,138	100.00%

Notes:

1. The entire issued share capital of Gold Train Investments Limited (“**Gold Train**”) was owned by Mr. Poon Sum, the Chairman and an executive director of the Company. Mr. Poon Sum is deemed to be interested in the Shares in which Gold Train is interested in under Part XV of the SFO.
2. Ms. Wong Hiu Hung (“**Ms. Wong**”) is the spouse of Mr. Poon Sum. Mr. Poon Sum is deemed to be interested in the Shares in which Ms. Wong is interested in under Part XV of the SFO.
3. The entire issued share capital of the Vendor was owned by Mr. Leung Chau Ping, Paul. Mr. Leung Chau Ping, Paul is deemed to be interested in the Shares in which the Vendor is interested in under Part XV of the SFO.

By Order of the Board
GTI Holdings Limited
Cheung Tat Chung
Executive Director and Chief Executive Officer

Hong Kong, 19 December 2018

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