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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 THE ENTIRE EQUITY INTEREST IN THE TARGET COMPANY AND THE SALE LOAN

The Board is pleased to announce that all the conditions of the Agreement (as supplemented by the Supplemental Agreement) have been either fulfilled or waived and Completion took place on 28 December 2018 in accordance with the terms and conditions of the Agreement (as supplemented by the Supplemental Agreement). A total of 261,658,031 Consideration Shares were issued to the Vendor, at the issue price of HK\$0.386 per Consideration Share.

References are made to the announcements dated 13 November 2018 and 24 December 2018 (the “**Announcements**”) 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 Announcements unless otherwise specified herein.

The Board is pleased to announce that all the conditions of the Agreement (as supplemented by the Supplemental Agreement) have been fulfilled except item (H) of the conditions precedent which has been waived by the Company in light of the profit guarantee given by the Vendor and the personal guarantee given by Mr. Hao Xiangbin, the existing chairman of the board of directors of Zhongcheng Huiyu, to guarantee the performance of the obligations by the Vendor under the Agreement (as supplemented by the Supplemental Agreement) and Completion took place on 28 December 2018 in accordance with the terms and conditions of the Agreement (as supplemented by the Supplemental Agreement). Immediately after Completion, the Target Company becomes an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the Group’s financial statement.

A total of 261,658,031 Consideration Shares were issued to the Vendor, at the issue price of HK\$0.386 per Consideration Share. The number of the Consideration Shares represents (i) approximately 4.64% of the existing issued share capital of the Company immediately before Completion; and (ii) approximately 4.44% 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:

| Name of Shareholders | Immediately before Completion | | Immediately after Completion | |
|---|-------------------------------|--------------------|------------------------------|--------------------|
| | Number of Shares | Approximately % | Number of Shares | Approximately % |
| Gold Train Investments Limited ("Gold Train") ⁽¹⁾ | 3,410,054,000 | 60.49% | 3,410,054,000 | 57.80% |
| Wong Hiu Hung ("Ms. Wong") ⁽²⁾ | 4,000,000 | 0.07% | 4,000,000 | 0.07% |
| Vendor (or its nominees) | – | – | 261,658,031 | 4.44% |
| Existing public Shareholders | <u>2,223,674,138</u> | <u>39.44%</u> | <u>2,227,730,138</u> | <u>37.69%</u> |
| Total | <u>5,637,728,138</u> | <u>100%</u> | <u>5,899,386,169</u> | <u>100%</u> |

Notes:

1. Gold Train is a company incorporated in the British Virgin Islands which is wholly-owned by Mr. Poon Sum, the executive Director and the chairman of the Board.
2. Ms. Wong is the spouse of Mr. Poon Sum.
3. The percentages are subject to rounding errors.

By order of the Board
GTI Holdings Limited
Poon Sum
Chairman and Executive Director

Hong Kong, 28 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.