HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

28/02/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	GTI Holdings Limited	
Date Submitted	05/03/2019	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3344</u> Descr	iption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	n <u>10,000,000,000</u>	HK\$0.01	HK\$100,000,000
Increase/(decrease)	0		0
Balance at close of the month	10,000,000,000	<u>HK\$0.01</u>	<u>HK\$100,000,000</u>
(2) Stock code :Descr	iption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	۱		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :Descr	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	h		
Increase/(decrease)		-	
Balance at close of the month			

3. Other Classes of Shares

Stock code :Desc	ription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mont	th		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month (*State* **HK**\$100,000,000 *currency*) :

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	5,899,386,169	N/A	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	222,222,000	N/A	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	6,121,608,169	N/A	N/A	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opti	ion Schemes c	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	Ν	Novement durir	ng the month		thereto	thereto as at close of
approval date [–] (dd/mm/yyyy) and						the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.	Claned					
shares						
(Note 1)						
2.						
<u> </u>						
shares						
(Note 1)						
<u>^</u>						
3.						
(/ /)						
shares						
(Note 1)						
		Tota	IA. (Ordina	ry shares)	N/A	
			(Preferenc	ce shares)	N/A	
			(Ot	ther class)	N/A	
Total funds raised d	uring the mor	hth from exerci	· ·	,		
of options (State cu						
	• /					

Warrants to Issue Shares of the	lssuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u>						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
2.						
Stock code (if listed) Class of shares						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3.						
(/ /) Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(il applicable) (dd/mm/yyyy)	(/ /)				
		Total B	(Ordina	ary shares) N/A	A A A A A A A A A A A A A A A A A A A	
				ice shares) $\frac{N/P}{N/A}$		-
				Other class) $\frac{N/A}{N/A}$		-

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u>						
Stock code (if listed)						. <u> </u>
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	()					
	(/ /)					
2.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
3.						
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
	(/ /)					
4.						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina			-
				ce shares) <u>N/A</u>		_
			(O	ther class) $N/2$	4	-

	other Agreements of Arrangements to Issue Shares of the Issue		eu, incluuling
		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
	I particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:		the month
<u>11 a</u> 1.	Pursuant to the supplemental loan agreement entered into between Champion Forever Group Limited (the "Borrower"), an indirect wholly-owned subsidiary of the Company, the Company and Champion Alliance Industries Limited (the "Lender") on 8 February 2019, the total loan amount due on 28 December 2018 was HK\$200,000,000 made available by the Lender (the "Loan"). Part of the outstanding principal amount of the Loan, in the amount of HK\$40,000,000 shall be settled by the Borrower procuring the Company to allot and issue the 222,222,000 new shares at an issue price of HK\$0.18 per settlement share (the "Settlement Shares") to Hammer Capital Private Investments Limited, as designated by the Lender; and the balance of the outstanding principal amount of the Loan of HK\$160,000,000 shall be extended for a term of 18 months from the date of drawdown of the Loan. Allotment and issue of Settlement Shares have been completed on 19 February 2019. For details, please refer to the Company's announcement dated 8 February 2019. (under the general mandate granted to the directors at the AGM held on 04/06/2018)		
	ordinary shares (Note 1)	222,222,000	N/A
2.	Pursuant to the placing agreement entered by the Company on 15 February 2019, the Placing Agent has conditionally agreed to act as agent for the Company to procure Placees to subscribe for up to 354,000,000 placing shares at the placing price of HK\$0.18 per placing share. For details, please refer to the Company's announcement dated 15 February 2019. (under the general mandate granted to the directors at the AGM held on 04/06/2018)		
	(/ /) ordinary shares (Note 1)	N/A	354,000,000
3.			, <u> </u>
0.			
	shares (Note 1)	N/A	N/A
	Total D. (Ordinary shares)	222,222,000	
	(Preference shares)	N/A	
	(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including

Ot	her Movements	in Issued Sha	re Capital					
	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	,, <u> </u>			Class of shares				
				issuable (Note 1)		/		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	()	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State	Issue and allotment	(/	/)		
		-	currency	date : (dd/mm/yyyy) EGM approval date:	(/	/)		
				(dd/mm/yyyy)				
				Class of shares				
				issuable (Note 1)	, .	_		
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		

	Type of Issue								No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares				_		
				issuable (Note 1)						
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares						
				repurchased (Note 1)	,	1	/	`		
6.	Repurchase of shares			(dd/mm/yyyy)			/			
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares redeemed (Note 1)						
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Class of shares issuable (Note 1)						
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			-	EGM approval date: (dd/mm/yyyy)	(1	/)		

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital			(/ /)		
	reorganisation		date : (dd/mm/yyyy) EGM approval date: ((dd/mm/yyyy)	(//)		
			Class of shares issuable (Note 1)			
10.	Other (Please specify) At price :	State	lssue and allotment (date : (dd/mm/yyyy)	(//)		
			EGM approval date: ((dd/mm/yyyy)	(//)		
			Total E	. (Ordina	arv	
				` share	es) <u>N/A</u>	_
				rence share (Other clas	/	_

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	222,222,000
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

securities have been fulfilled: (iv) all the securities of each class are in all respects identical (Note 3); (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; all the definitive documents of title have been delivered/are ready to be delivered/are being prepared (vi) and will be delivered in accordance with the terms of issue: (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and (viii) executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Hui Wai Man, Shirley</u> Title: Company Secretary

(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.