HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/10/2019

To : Hong Kong Exchanges and Clearing Limited

	GTI Holdings Limited
	(a company incorporated in the Cayman Islands with
Name of Issuer	limited liability)
Date Submitted	06/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>3344</u> Descri	ption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	10,000,000,000	<u>HK\$0.01</u>	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 :Descri	ption :		
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding month	shares	(State currency)	capital (State currency)
Balance at close of preceding month	shares	(State currency)	capital (State currency)
	shares	(State currency)	capital (State currency)

2. Preference Shares

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

3. Other Classes of Shares

Stock code :Des	scription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mo	nth		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month *(State currency)*:

HK\$100,000,000

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	6,298,816,169	N/A	<u>N/A</u>	<u>N/A</u>		
Increase/ (decrease) during the month	0	N/A	<u>N/A</u>	<u>N/A</u>		
Balance at close of the month	6,298,816,169	N/A	N/A	<u>N/A</u>		

III. Details of Movements in Issued Share Capital

Share Options (und	der Share Opt	ion Schemes o	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	
including EGM	Ν	Novement durir	ng the month		thereto	thereto as at close of
approval date					-	the month
(dd/mm/yyyy) and						
class of shares		– · ·	• • •			
issuable	Granted	Exercised	Cancelled	Lapsed		
<u>1.</u>						
(/ /)						
shares						
(Note 1)	·	. <u> </u>			·	
2						
2.						
(/ /)						
shares						
(Note 1)	· · · · · · · · ·					
(
3.						
<u> </u>						
(/ /)						
shares						
(Note 1)						
,		Tota	I A. (Ordinai	rv shares)	N/A	
			(Preferenc	•		
			•	,		
			-	her class)	IN/A	
Total funds raised of	during the mor	oth from exerci	se			
of options (State cu	urrency)					

Warrants to Issue Shares of the	e Issuer which	are to be Li	sted			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal va at close c preceding month	of Exercised	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
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) <u>3.</u>	(/ /)				
Outransistics asis						
EGM approval date						
(if applicable)	()))				
(dd/mm/yyyy) 4.	(/ /)				
(/ /) Stock code (if listed)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Tot	tal B. (Ordina	ary shares) N/A	4	
		10		ce shares) N/A		-
				ther class) N/A		-
			· ·	·		-

Convertibles (i.e. Convertible	into Shares of	the Issuer wh	ich are to be Liste	ed)		
Class and description	Currency of amount outstanding	preceding	Converted	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)						
Stock code (if listed) 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)						
(dd/mm/yyyy)	(/ /))				
4.						
	_					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /))				
			Total C. (Ordina	ary shares) <u>N/</u>	4	_
			(Preferen	ce shares) $\overline{\mathrm{N}/\mathrm{A}}$	4	
			(O	ther class) $\overline{\mathrm{N/A}}$	4	
			, , , , , , , , , , , , , , , , , , ,	·		-

Options (other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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
1. Pursuant to the memorandum of understanding entered by the Purchaser, an indirect wholly-owned subsidiary of the Company, with the Vendor, the Guarantor and the Company on 18 October 2019, which the Vendor has conditionally agree to sell and the Purchaser has conditionally agreed to purchase, the Sale Shares at the aggregate Consideration of HK\$150,000,000. The Consideration shall be satisfied by the issue of the Convertible Bonds to the Vendor or its nominee. The Convertible Bonds carry right to convert into the Conversion Shares at the Conversion Price of HK\$0.12 per Conversion Rights are exercised in full at the Conversion Price, 1,250,000,000 new Shares, being the Conversion Shares, will fall to be allotted and issued to the Vendor or its nominee. For details, please refer to the Company's announcement dated 21 October 2019. (under the specific mandate to be granted to the directors by independent shareholders at the EGM to be conversed)		
ordinary shares (Note 1)	N/A	1,250,000,000
2		
ordinary shares (Note 1)	N/A	N/A
3		
shares (Note 1)	N/A	N/A
Total D. (Ordinary shares)	N/A	
(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 Options (other than under Share Option Schemes)

Oth	ner 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
				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 currency	Issue and allotment 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)	_					
6.	Repurchase of shares				(/	/)		
				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)	(/	/)		

	Type of Issue			No. of new shares of issuer 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)		
9.	Capital reorganisation		Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
			Class of shares issuable (Note 1)		
10.	Other (Please specify) At price :	State	Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
				- 19 <i>i</i>	
			Total E. (Ordin shar	ary es) <u>N/A</u>	
			(Preference shar		_
			(Other cla	ss) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(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 tisting 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;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared 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
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Chan Ching</u>
Title: <u>Company Secretary</u> (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.