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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)**

### **INSIDE INFORMATION WINDING UP PETITIONS**

This announcement is made by GTI Holdings Limited (the “**Company**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### **PETITION 1**

On 13 March 2020, the Company received a petition (“**Petition 1**”) filed by a holder of the bonds of the Company (“**Petitioner 1**”) against the Company in the High Court of Hong Kong Special Administrative Region (the “**Court**”) for an order that the Company be wound up by the Court. Petition 1 was filed against the Company for failure by the Company to pay Petitioner 1 such outstanding principal amount and accrued interest of the bonds in an aggregate amount of HK\$7,815,600 as at 28 March 2019. Petition 1 will be heard before the Court at 10 a.m. on 3 June 2020.

## PETITION 2

On 19 March 2020, the Company received a petition (“**Petition 2**”) filed by a holder of the bonds of the Company (“**Petitioner 2**”) against the Company in the Court for an order that the Company be wound up by the Court. Petition 2 was filed against the Company for failure by the Company to pay Petitioner 2 such outstanding principal amount and accrued interest of the bonds in an aggregate amount of HK\$3,843,876.38 as at 21 April 2020. Petition 2 will be heard before the Court at 9:30 a.m. on 17 June 2020.

Petition 1 and Petition 2 are collectively referred to as the “**Petitions**”, and Petitioner 1 and Petitioner 2 are collectively referred to as the “**Petitioners**”.

The Company is in the course of seeking legal advice on the matters, and intends to defend vigorously against both Petitions, if needed. In the meantime, the Company is also actively liaising with the Petitioners and it is anticipated that a settlement could probably be reached between the Company and each of the Petitioners respectively. The Company will keep its shareholders and investors informed of any significant development of the Petitions as and when appropriate.

## EFFECTS OF THE PETITIONS

In the unlikely event that the Company is ultimately wound up as a result of any of the Petitions, then any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company after the commencement date of the winding up, namely the date of the presentation of the Petitions (11 March 2020 in respect of Petition 1, and 17 March 2020 in respect of Petition 2), will be void unless a validation order is obtained from the Court. Any disposition made on or after the aforesaid date (being either of 11 March 2020 or 17 March 2020, where applicable) will not be affected if the respective petition is subsequently struck out, dismissed, withdrawn or permanently stayed, and hence the Board wishes to remind its shareholders and potential investors that, the transfer of the shares in the Company made on or after such date (being either of 11 March 2020 or 17 March 2020, where applicable) would be void without a validation order from the Court in the event that the Company is ultimately wound up. Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of shares of the Company, for participant(s) who conduct share transfers through HKSCC (the “**Participant(s)**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the winding up petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the Court.

**WARNING: SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, AND IF THEY ARE IN DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.**

By Order of the Board  
**GTI Holdings Limited**  
**Ng Kok Hung Perry**  
*Executive Director*

Hong Kong, 23 March 2020

*As at the date of this announcement, the board of directors (“Director(s)”) of the Company comprises (i) Mr. Poon Sum (Chairman), Mr. Ng Kwok Hung Perry, Mr. Hao Xiangbin, Mr. Huang Bin, Ms. Tsai Wan-yu and Mr. Wong Ka Wai as executive Directors; (ii) Mr. Sui Fuxiang as non-executive Director; and (iii) Mr. Chan Shu Kin, Dr. Tse Kwok Sang, Mr. Chiu Wai Piu, Mr. Leung Wai Kei and Mr. Wong Yiu Kui as independent non-executive Directors.*