

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	_3	31/1/2021		
To : Hong Kong Exchanges	and Clearing	g Limited		
Name of Issuer	GTI Holdin (a company limited liab	incorporated in	n the Cayma	n Islands with
Date Submitted _	01/02/2021			
I. Movements in Authorised	Share Capita	al		
1. Ordinary Shares				
(1) Stock code : <u>3344</u>	_Description	n: <u>Ordinary</u>	Shares	
	No	o. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedin	g month <u>10,</u>	000,000,000	HK\$0.01	HK\$100,000,000
Increase/(decrease)	0			0
Balance at close of the mont	h <u>10,</u>	000,000,000	HK\$0.01	HK\$100,000,000
(2) Stock code :	_Description	n:		
	No	o. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedin	g month			
Increase/(decrease)				
Balance at close of the mont	h			

2. Preference Shares				
Stock code :Descrip	tion :			
	No. of preference shares	(State	Authorised share capital (State currency)	
Balance at close of preceding month_				
Increase/(decrease)		_		
Balance at close of the month				
3. Other Classes of Shares				
Stock code :Descrip	tion :			
	No. of other classes of shares	(State	=	
Balance at close of preceding month _		· <del></del>		
Increase/(decrease)		_		
Balance at close of the month				
Total authorised share capital at the end of the month <b>HK\$100,000,000</b>				

(State currency):

## II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference No. of other			
	(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	N/A	N/A		
Balance at close of the month	6,298,816,169	N/A	N/A	N/A		

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto as at close of including EGM thereto Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. shares (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of the	e Issuer 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
1.						
	( / /					
2.						
Subscription price						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.		)				
( / / )						
Subscription price EGM approval date (if applicable)						
		Total B	s. (Ordina	ary shares) N/A	Λ	
		. 5.5. 2	•	ice shares) <u>N/A</u>		<del>-</del> -
			-	Other class) $\frac{N/A}{N}$		_

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	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
1.	<u> </u>					
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.						
<u>o.</u>	<del>-</del>					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
4.	_					
	_					
	_					
Otaal and ("I l'ata l'						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, , , , ,					
(dd/mm/yyyy)	( / / )			, XT/	<b>A</b>	
		Т		ary shares) $\frac{N/L}{N}$		-
				ce shares) $\frac{N/L}{N}$		_
			(O	ther class) $N/A$	<u>A</u>	_

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) No. of new shares No. of new shares of of issuer issued issuer which may be during the month issued pursuant pursuant thereto thereto as at close of Full particulars including EGM approval date (dd/mm/yyyy), the month if applicable, and class of shares issuable: 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 Share (subject to adjustment). Assuming the 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 announcements dated 21 October 2019, 7 November 2019 and 28 September 2020. (under the specific mandate to be granted to the directors by independent shareholders at the EGM to be convened) ordinary shares (Note 1) N/A 1.250,000,000 Pursuant to the Funding Agreement entered by the Company as borrower, the Lender, and the JPLs on 19 August 2020 in relation to the provision of loan by the Lender to facilitate the preparation and implementation of the restructuring plan of the Company, subject to the necessary approvals to be obtained from the Stock Exchange and the Shareholders, as well as subject to compliance with applicable laws and regulations including the Listing Rules and the Takeovers Code (where applicable), the Lender has the option to request the Company to issue Shares at a price of HK\$0.01 per Share as settlement of the Funding for up to HKD10 million. The maximum number of new Shares which might be issued to Mr. Yang, the Lender or their nominees under the Acquisition Agreement and the Funding Agreement shall be 2,271,655,900, representing approximately 26.51% of the share capital of the Company as enlarged by the issuance of those new Shares (i.e. 8,570,472,069 Shares in total). For details, please refer to the Company's announcements dated 19 August 2020 and 28 September 2020. ordinary shares (Note 1) N/A 2,271,655,900 shares (Note 1) N/A N/A Total D. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Ott	her Movements  Type of Issue	in issued Sha	ые Сарітаі				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 a 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)	( / /	)		

							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
	Type of Issue							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			Cancellation date : (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)	( / /	)		

Type of Issue				s d p	o. of new hares of issuer issued uring the month oursuant 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)	S	-		
9. Capital reorganisation		Issue and allotment date: (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
						-
		Class of shares issuable (Note 1)	S	-		
10. Other (Please specify) At p	orice : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Tota (Pre		res) <u>l</u> res) <u>l</u>	N/A	- - -
Total increase / (decrea	se) in ordinary shares dur	ing the month (i.e. Total	of A to E):	(1)	N/A	
				(2)	N/A	
,	se) in preference shares	,		•	N/A	
E): (These figures should b	se) in other classes of share the same as the releval				N/A Issued Sh	nare
[ Capital").)  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;
all the securities of each class are in all respects identical (Note 3);
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 and will be delivered in accordance with the terms of issue;
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 executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
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tted by: <u>Chan Ching</u>
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.