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Gold Tat Group International Limited

金達集團國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8266)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF PROPOSED ACQUISITION

The Board is pleased to announce that on 19 November 2013, MTel, a wholly owned subsidiary of the Company, as purchaser, entered into a non-legally binding memorandum of understanding with Mr. Su as vendor in relation to the proposed acquisition of the Sale Capital.

Guangzhou Jiuye is principally engaged in publishing and distribution of mobile game and applications, and development of mobile game, web game and mobile web game.

The Board wishes to emphasise that no binding agreement in relation to the Proposed Acquisition has been entered into as at the date of this announcement. As the Proposed Acquisition may or may not be entered into, investors and Shareholders are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

THE MOU

Date: 19 November 2013

Parties: Vendor: Mr. Su

Purchaser: MTel

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Mr. Su is a third party independent of the Company and its connected persons.

Major terms of the MOU

Under the MOU, it is proposed that MTel shall acquire the Sale Capital. Mr. Su and MTel have not agreed on the exact percentage of registered and paid up capital in Guangzhou Jiuye to be acquired by MTel.

Mr. Su and MTel will proceed to negotiate for a legally binding Agreement on or before the date falling 60 days from the date of the MOU (or such later date as Mr. Su and MTel may agree).

It is also agreed that Mr. Su will not, prior to the date falling 60 days from the date of the MOU, enter into any negotiations with any third party for the disposal, or part disposal, of the Sale Capital or any other share capital of Guangzhou Jiuye or for the formation of any joint venture.

The MOU does not constitute any legally-binding commitment in respect of the Proposed Acquisition. The Proposed Acquisition will be subject to the execution and completion of the Agreement.

The Proposed Acquisition, if entered into based on the terms as disclosed in this announcement, may constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules.

Further announcement in respect of the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

INFORMATION ON GUANGZHOU JIUYE

Guangzhou Jiuye is principally engaged in publishing and distribution of mobile game and applications, and development of mobile game, web game and mobile web game.

REASONS FOR THE PROPOSED ACQUISITION

The Group is engaged in mobile application and data solution, trading of electronic parts and components in relation to display modules and touch panel modules, and provision of professional solution with engineering services, property development and property investment.

The Directors have been identifying further investment opportunities in order to diversify its existing business and maximise the return of the Shareholders. The Directors consider that the Proposed Acquisition represents a good opportunity for the Group to tap into the growing PRC mobile game and applications development market and also allow it to diversify its existing businesses.

The Board wishes to emphasise that no binding agreement in relation to the Proposed Acquisition has been entered into as at the date of this announcement. As the Proposed Acquisition may or may not be entered into, investors and Shareholders are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Agreement”	the sale and purchase agreement which may or may not be entered into in relation to the Proposed Acquisition
“Board”	the board of Directors
“Company”	Gold Tat Group International Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“connected person”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“MTel”	MTel Limited, a company incorporated in Hong Kong with limited liability, a wholly owned subsidiary of the Company and the purchaser of the Sale Capital
“Group”	the Company and its subsidiaries
“Guangzhou Jiuye”	廣州玖擘網絡科技有限公司 (Guangzhou Jiuye Network Technology Company Limited [#]), a company established in the PRC with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“MOU”	the non-legally binding memorandum of understanding dated 19 November 2013 entered into between Mr. Su and MTel and setting out the basic understanding in relation to the Proposed Acquisition
“Mr. Su”	蘇伯平 (Su Boping [#])
“PRC”	the People’s Republic of China
“Proposed Acquisition”	the proposed acquisition of the Sale Capital by MTel as contemplated under the MOU
“Sale Capital”	a certain percentage of the registered and paid up capital of Guangzhou Jiuye, which is owned by Mr. Su

“Shareholders”	holders of the Shares
“Shares”	ordinary shares of US\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

The English translation of Chinese names or words in this announcement, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

By order of the Board
Gold Tat Group International Limited
Choi Ho Yan
Executive Director

Hong Kong, 19 November 2013

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chan Wai Kwong, Peter, Mr. Choi Ho Yan and Mr. So Haw, Herman; and three independent non-executive Directors, namely, Mr. Chiu Wai Piu, Mr. Cheung Kwan Hung, Anthony and Mr. Heung Chee Hang, Eric.

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the day of its publication and on the Company’s website at www.goldtatgroup.com.