

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

DISCLOSEABLE AND CONNECTED TRANSACTION

THE AGREEMENT

On 17 November 2014 (after trading hours of the Stock Exchange), the Company and Mr Wong entered into the Agreement pursuant to which the Company has agreed to sell and Mr Wong has agreed to purchase the Sale Shares for a total consideration of HK\$8,560,000.

The Consideration of HK\$8,560,000 for the sale and purchase of the Sale Shares shall be settled by Mr Wong in the following manner:

- (a) as to HK\$856,000 shall be paid by Mr Wong to the Company in cash as the Deposit and part payment of the Consideration on the date of the Agreement; and
- (b) as to HK\$7,704,000 shall be paid by Mr Wong to the Company in cash at Completion.

GEM LISTING RULES IMPLICATIONS

The Proposed Disposal constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules. Mr Wong is a director of certain subsidiaries of the Company. As Mr Wong is a connected person at the subsidiary level of the Company and the Proposed Disposal is on normal commercial terms, the Proposed Disposal also constitutes connected transaction on the part of the Company under the GEM Listing Rules and is exempted from the circular, independent financial advice and shareholders' approval requirements.

On 17 November 2014 (after trading hours of the Stock Exchange), the Company and Mr Wong entered into the Agreement pursuant to which the Company has agreed to sell and Mr Wong has agreed to purchase the Sale Shares for a total consideration of HK\$8,560,000.

THE AGREEMENT

Date: 17 November 2014 (after trading hours of the Stock Exchange)

Parties: Vendor: The Company

Purchaser: Mr Wong

Mr Wong is a director of certain subsidiaries of the Company. As such, Mr Wong is a connected person at the subsidiary level of the Company.

Assets to be disposed of

Pursuant to the Agreement, the Company has agreed to sell and Mr Wong has agreed to acquire the Sale Shares, representing the entire issued share capital of Mobile Telecom as at the date of this announcement.

Consideration

The Consideration of HK\$8,560,000 for the sale and purchase of the Sale Shares shall be settled by Mr Wong in the following manner:

- (a) as to HK\$856,000 shall be paid by Mr Wong to the Company in cash as the Deposit and part payment of the Consideration on the date of the Agreement; and
- (b) as to HK\$7,704,000 shall be paid by Mr Wong to the Company in cash at Completion.

The Consideration was determined with reference to the net liabilities of approximately HK\$29,361,000 as per their unaudited financial statements as at 30 September 2014 and capitalisation of the amount due from Mobile Telecom to the Company of approximately HK\$32,709,000 after 30 September 2014, plus a premium. The Consideration was arrived at after arm's length negotiations between the parties to the Agreement.

If Mr Wong shall fail to complete the purchase of the Sale Shares on or before 19 December 2014 (or such later date as agreed by the Company and Mr Wong), the Company has the right, but not an obligation, to forthwith determine the Agreement, in which event the Company shall be entitled to forfeit the Deposit absolutely and Mr Wong shall pay HK\$7,704,000 to the Company forthwith as liquidated damages. Thereafter, neither party shall have any obligations and liabilities hereunder nor take any action to claim for damages or to enforce specific performance or any other rights and remedies save for any antecedent breaches of the terms hereof.

If the Company shall fail to complete the sale of the Sale Shares on or before 19 December 2014 (or such later date as agreed by the Company and Mr Wong), Mr Wong has the right, but not an obligation, to forthwith determine the Agreement, in which event the Company shall refund to Mr Wong the Deposit (without interest) and the Company shall pay HK\$8,560,000 to Mr Wong forthwith as liquidated damages. Thereafter, neither party shall have any obligations and liabilities hereunder nor take any action to claim for damages or to enforce specific performance or any other rights and remedies save for any antecedent breaches of the terms hereof.

Unconditional agreement

The Agreement is unconditional.

Completion

Completion shall take place on 19 December 2014 (or such other date as agreed in writing by the Company and Mr Wong).

Upon Completion, Mobile Telecom will cease to be a direct wholly-owned subsidiary of the Company. The Company will indirectly hold 15% of the issued share capital of Side Quest Limited.

INFORMATION ON MOBILE TELECOM GROUP

Mobile Telecom is principally engaged in investment holding and its subsidiaries, MTel (Hong Kong) Limited, MTel (Asia) Limited, MTel Limited, MTel (Taiwan) Limited, MTel Solutions Limited, Mooff Games Limited, 廣州市八達網科技有限公司 (transliterated as Guangzhou City Bada Network Technology Company Limited), Mads (Macau) Limited and Side Quest Limited, are principally engaged in mobile application development and provision of information technology consultancy services.

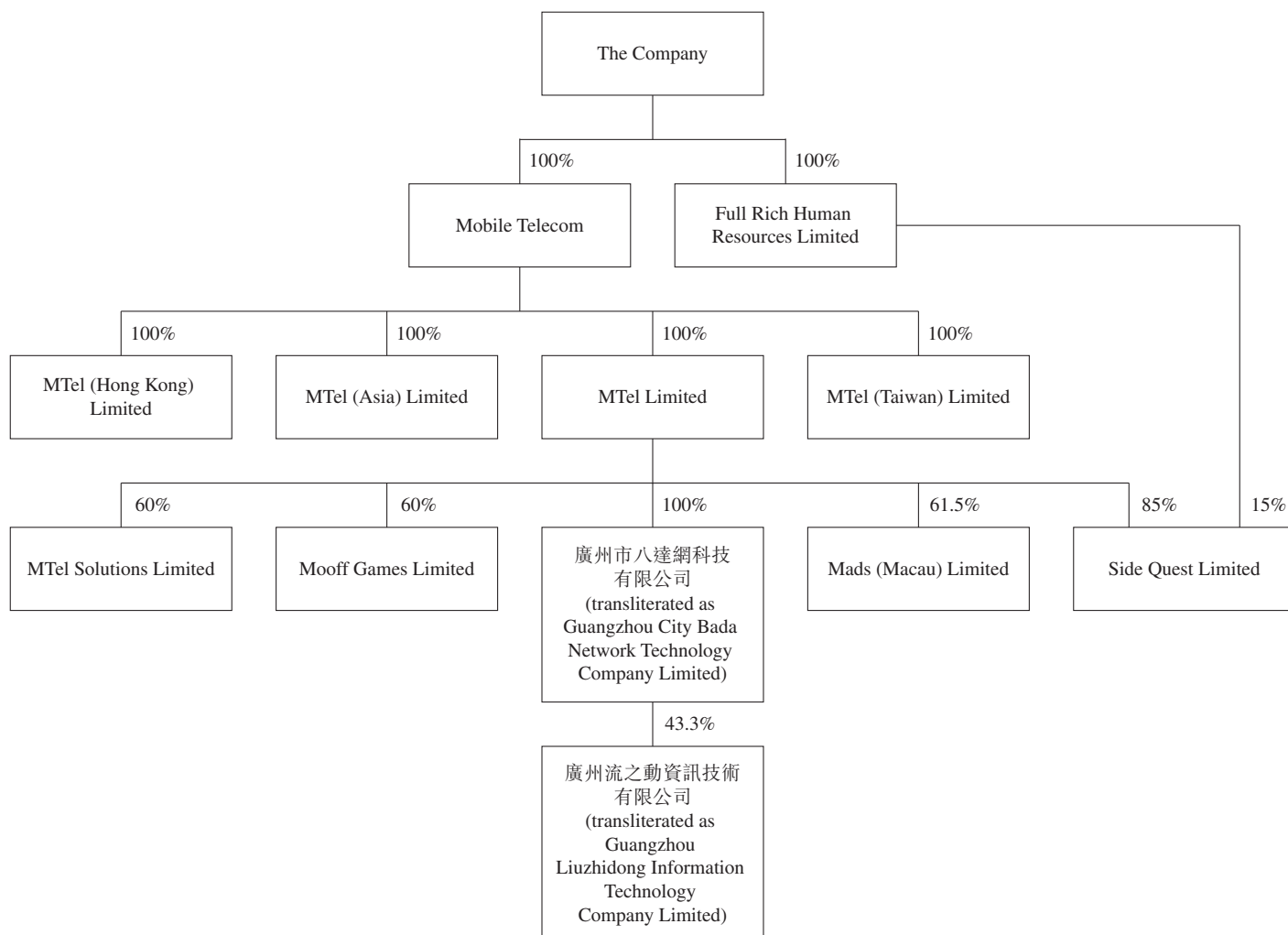
The unaudited consolidated financial information of Mobile Telecom Group for the year ended 31 March 2013, 31 March 2014 and the six months ended 30 September 2014, which is prepared in accordance with generally accepted accounting principles in Hong Kong, are as follows:

	For the six months ended 30 September 2014 (HK\$)	For the year ended 31 March 2014 (HK\$)	For the year ended 31 March 2013 (HK\$)
Profit/(loss) before taxation	(877,000)	501,000	(6,330,000)
Profit/(loss) after taxation	(877,000)	501,000	(6,316,000)
Net liabilities	29,361,000	28,469,000	28,816,000

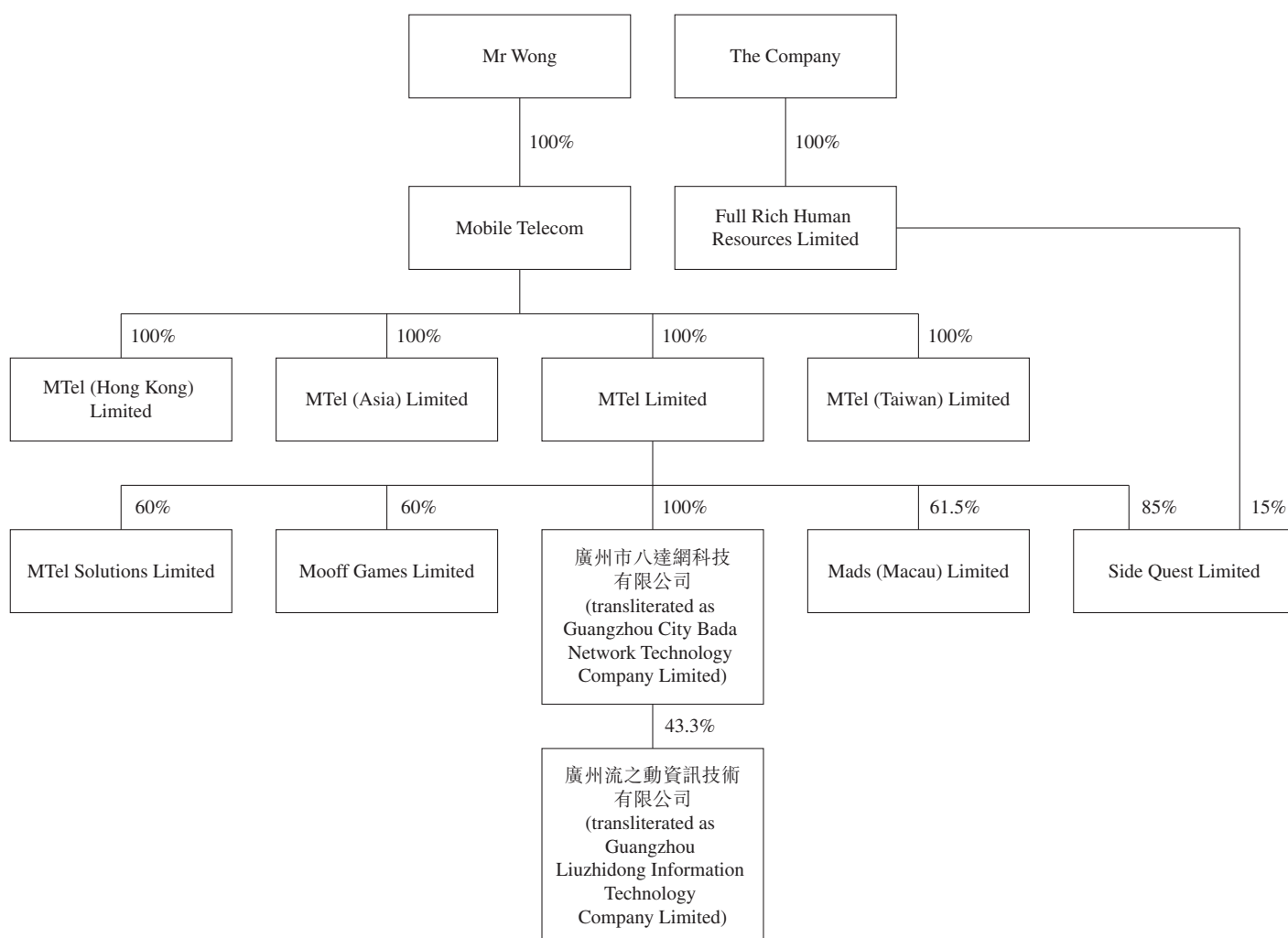
Group structure

The following charts show the group structure of Mobile Telecom Group as at the date of this announcement before and after Completion:

As at the date of this announcement



Immediately upon Completion



USE OF PROCEEDS AND EXPECTED FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

The Board estimates that the net proceeds from the Proposed Disposal (after deduction of relevant costs and expenses) will amount to approximately HK\$8,400,000. It is intended that the net proceeds from the Proposed Disposal will be applied towards the general working capital of the Group.

Based on the unaudited net liabilities of Mobile Telecom Group (being approximately HK\$29,361,000 as at 30 September 2014), it is expected that the Company will realise a gain from the Proposed Disposal of approximately HK\$3,997,000 being the difference between the Consideration, the net liabilities and the capitalisation of the net current account with the Company of Mobile Telecom Group, for the financial year during which the Proposed Disposal is completed and a corresponding increase in the net assets of the Group.

REASON FOR THE PROPOSED DISPOSAL

The Group is engaged in mobile application and data solution, the 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. Upon Completion, the Group will cease to engage in mobile application and data solution businesses and shall principally engage in the 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 consider that the Proposed Disposal represents a good opportunity for the Group to re-allocate the financial and operational resources from the Mobile Telecom Group to other business segments which may generate relatively higher return. The disposal of loss making subsidiaries with net liabilities provides an opportunity for the Group to realise certain loss making subsidiaries and utilise the proceeds from the Proposed Disposal as general working capital of the Group while remain portion of interest in Side Quest Limited to seek for potential upside opportunities in the game development sector.

In light of the above, the Board considers that the Proposed Disposal represents a good opportunity for the Group to dispose of its equity interests in Mobile Telecom Group and the proceeds from the Proposed Disposal will be applied towards the general working capital of the Group.

Based on the above, the Board (including the independent non-executive Directors) is of the view that the terms of the Proposed Disposal are on normal commercial terms and are fair and reasonable and the Proposed Disposal is in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

The Proposed Disposal constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules. Mr Wong is a director of certain subsidiaries of the Company. As Mr Wong is a connected person at the subsidiary level of the Company and the Proposed Disposal is on normal commercial terms, the Proposed Disposal also constitutes connected transaction on the part of the Company under the GEM Listing Rules and is exempted from the circular, independent financial advice and shareholders' approval requirements.

DEFINITIONS

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

“Agreement”	the agreement dated 17 November 2014 and entered into between the Company and Mr Wong in relation to the sale and purchase of the Sale Shares
“Board”	the board of Directors

“Company”	Gold Tat Group International Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Agreement
“connected person at the subsidiary level”	has the meaning ascribed to it in the GEM Listing Rules
“Consideration”	the consideration to be satisfied by Mr Wong to the Company for the sale and purchase of the Sale Shares
“Deposit”	the deposit in the amount of HK\$856,000 payable by Mr Wong to the Company in cash on the date of the Agreement pursuant to the Agreement
“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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mobile Telecom”	Mobile Telecom (BVI) Limited, a company incorporated in the British Virgin Islands with limited liability
“Mobile Telecom Group”	Mobile Telecom and its subsidiaries
“Mr Wong”	Mr Wong Ming Wai
“Proposed Disposal”	the proposed disposal of the Sale Shares by the Company subject to and upon the terms and conditions of the Agreement
“Sale Shares”	4,193,579 shares in the share capital of Mobile Telecom, which is legally and beneficially owned by the Company
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of US\$0.001 each in the capital of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America

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

Hong Kong, 17 November 2014

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr So Loi Fat (Chairman), 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 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.