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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Gold Tat Group International Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

#### **(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 28 August 2015 at 6:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

*This circular will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at <http://www.goldtatgroup.com>.*

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 28 August 2015 at 6:00 p.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors from time to time
“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
“Director(s)”	the director(s) of the Company from time to time
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 25 March 2013
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	24 July 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Registrar”	the branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 27 March 2003 and terminated on 25 March 2013
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. So Loi Fat (*Chairman*)

Mr. Choi Ho Yan

Mr. So Haw, Herman

Mr. Wong Shiu Wah, Williamson

Mr. Su Minzhi

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Chiu Wai Piu

Mr. Tam Kin Yip

Mr. Tam Yiu Cheung

*Head office and principal place of  
business in Hong Kong:*

Suite 1006, 10th Floor

Ocean Centre, Harbour City

Tsim Sha Tsui

Kowloon, Hong Kong

29 July 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 2,673,092,967 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 534,618,593 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

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## **LETTER FROM THE BOARD**

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Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 267,309,296 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “Relevant Period”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

Mr. Wong Shiu Wah, Williamson and Mr. Su Minzhi were appointed by the Board as executive Director on 3 March 2015 and 8 April 2015, respectively, and Mr. Tam Kin Yip and Mr. Tam Yiu Cheung were appointed as independent non-executive Director on 3 March 2015. Pursuant to Article 86(3), Mr. Wong Shiu Wah, Williamson, Mr. Su Minzhi, Mr. Tam Kin Yip and Mr. Tam Yiu Cheung will hold office only until the AGM and, being eligible, offer themselves for re-election.

According to Article 87, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with Article 87, Mr. Chiu Wai Piu shall retire from office at the AGM. Being eligible, Mr. Chiu Wai Piu will offer himself for re-election as an independent non-executive Director.



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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wong Shiu Wah, Williamson, Mr. Su Minzhi, Mr. Tam Kin Yip, Mr. Tam Yiu Cheung and Mr. Chiu Wai Piu as an executive/independent non-executive Director (as the case may be).

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 28 August 2015 at 6:00 p.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board of  
**Gold Tat Group International Limited**  
**Wong Shiu Wah, Williamson**  
*Executive Director*

*This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.*

*This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:*

### **1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercise in full of the Repurchase Mandate, on the basis of 2,673,092,967 Shares in issue as at the Latest Practicable Date, would result in 267,309,296 Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

### **2. REASONS FOR PROPOSED REPURCHASE OF SHARES**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

### **3. SOURCE OF FUNDS**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2015) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Share which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Note	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Fuze Investments Limited	1	433,808,000 <sup>(L)</sup>	16.23%	18.03%
China Oil Resources Group Limited ("China Oil Resources")	2	355,571,722 <sup>(L)</sup>	13.30%	14.78%

(L) denotes long position

*Notes:*

1. Fuze Investments Limited is direct and wholly owned by Mr. Fang Gang. Fuze Investments Limited pledged the 433,808,000 Shares to Mr. Tang Hon Kwong. Mr. Fang Gang and Mr. Tang Hon Kwong are deemed to be interested in the 433,808,000 Shares held by Fuze Investments Limited.
2. China Oil Resources is a direct wholly-owned subsidiary of PetroAsian Energy Holdings Limited. PetroAsian Energy Holdings Limited is deemed to be interested in the 355,571,722 Shares held by China Oil Resources.

On the basis that the issued share capital of the Company remains unchanged up to date of AGM, an exercise of the Repurchase Mandate in full will not result in any of the above Shareholders becoming obliged to make a mandatory offer under Rule 26 or 32 of the Takeovers Code.

However, as at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

**8. NO PURCHASES OF SHARES BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

**9. CONNECTED PERSON**

No connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

**10. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
July	0.229	0.200
August	0.239	0.207
September	0.234	0.204
October	0.270	0.156
November	0.242	0.164
December	0.205	0.155
<b>2015</b>		
January	0.172	0.115
February	0.152	0.115
March	0.135	0.118
April	0.209	0.119
May	0.179	0.139
June	0.178	0.136
July (up to the Latest Practicable Date)	0.162	0.080

*Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**(1) Mr. Wong Shiu Wah, Williamson (“Mr. Wong”)**

Mr. Wong, aged 54, was newly appointed as an executive Director on 3 March 2015. Mr. Wong is a holder of a Master degree in Business Administration from the Chinese University of Hong Kong and a Master of Science degree in information systems from the Hong Kong Polytechnic University. Mr. Wong has been a fellow member of the Association of Chartered Certified Accountants in the United Kingdom since 1998. Before joining the Company, Mr. Wong has worked with various public and private companies in Hong Kong and in the United States of America as financial controller/officer/director. He has extensive experience in auditing, accounting, corporate finance and operations management and control in various industries. Mr. Wong has been appointed as the independent non-executive director of Abterra Ltd. (a company listed on the stock exchange of the Singapore Exchange Limited, stock code: L5I) (“Abterra”) since February 2010. He is presently the chairman of the audit committee and a member of the remuneration, nomination and employee share option scheme committees of Abterra. Mr. Wong is also a director of certain subsidiaries of the Company.

Mr. Wong has entered into a service contract with the Company for an initial term of two years commencing from his appointment date and shall continue thereafter until terminated by either party giving to the other not less than three months’ notice in writing. Mr. Wong has been entitled to a fixed remuneration of HK\$720,000 per calendar year.

Save as disclosed, Mr. Wong does not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries. Mr. Wong is working for a business consultancy firm in Hong Kong as a director and this business consultancy firm had a previous business relationship with Mr. So Loi Fat, the chairman of the Board. Save as disclosed, Mr. Wong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Wong does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(2) Mr. Su Minzhi (“Mr. Su”)**

Mr. Su, aged 31, was newly appointed as an executive Director on 8 April 2015. Mr. Su has been an assistant to director of a property development company in the PRC since 2004. Mr. Su is responsible for financial management and investment analysis. Mr. Su has also involved in various property development projects and his major responsibilities in those projects were construction management, sales management and project controlling and supervising. Mr. Su has over 10 years’ experience in property development business in the PRC. In addition, Mr. Su assisted the property development company to acquire a mining company in the PRC in 2012. The mining company owns two mines in Gansu Province. Mr. Su has worked as assistant general manager of that mining company since September 2012 and he is responsible for business management and development. Mr. Su is also a director of certain subsidiaries of the Company.

Mr. Su has entered into a service contract with the Company for an initial term of two years commencing from his appointment date and shall continue thereafter until terminated by either party giving to the other not less than three months’ notice in writing. Mr. Su has been entitled to a fixed remuneration of HK\$600,000 per calendar year.

Mr. Su does not hold any directorship in public companies in the last three years. Save as disclosed, Mr. Su does not hold any other position with the Company or any of its subsidiaries. Mr. Su is the son of Mr. So Loi Fat, the chairman of the Board. Save as disclosed, Mr. Su does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Su does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(3) Mr. Tam Kin Yip (“Mr. KY Tam”)**

Mr. KY Tam, aged 41, was newly appointed as an independent non-executive Director on 3 March 2015. Mr. KY Tam is a practicing Barrister-At-Law in Hong Kong and has over 11 years’ experience in litigation. Mr. KY Tam became an associate of Hong Kong Institute of Arbitrators in 2006. Mr. KY Tam was an independent non-executive director of Zhi Cheng Holdings Limited (a company listed on GEM, stock code: 8130) from 16 February 2012 to 2 July 2015, and he was an independent non-executive director of China Solar Energy Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 155) from 21 October 2014 to 15 May 2015.



Mr. KY Tam has entered into an appointment letter with the Company for a term of two years commencing from his appointment date and been entitled to a fee of HK\$120,000 per calendar year.

Save as disclosed, Mr. KY Tam does not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. KY Tam does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(4) Mr. Tam Yiu Cheung (“Mr. YC Tam”)**

Mr. YC Tam, aged 33, was newly appointed as an independent non-executive Director on 3 March 2015. Mr. YC Tam is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a charter holder of the Chartered Financial Analyst. He also holds a Bachelor degree in Accounting from the Hong Kong University of Science and Technology. Mr. YC Tam has over 10 years of experience in auditing, accounting and corporate finance fields gained from his previous employment. Mr. YC Tam was an accountant at KPMG and BDO Limited from 2004 to 2006 and 2008 to 2011 respectively, overseeing audit work for clients, including listed companies, from different industries. During his time as a financial controller for Abterra from 2011 to 2014, he oversaw the accounting and financial functions of that company.

Mr. YC Tam has entered into an appointment letter with the Company for a term of two years commencing from his appointment date and been entitled to a fee of HK\$120,000 per calendar year.

Save as disclosed, Mr. YC Tam does not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. YC Tam does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(5) Mr. Chiu Wai Piu (“Mr. Chiu”)**

Mr. Chiu, aged 67, was appointed as an independent non-executive Director on 30 July 2010. Mr. Chiu is a very experienced and reputable journalist and has over 40 years of experience in journalism. He has been a reporter, an editor, a main news assignment editor, a local news assignment editor, a managing editor and an editorial writer in newspapers and a senior research officer in “One Country Two Systems Research Institute”. Mr. Chiu has been the founding treasurer and the chairman of the “Hong Kong Federation of Journalists”. In 2006, he was elected as the Vice Secretary – General and Treasurer of the “Hong Kong Federation of Journalists”; and he was also elected as the Director-General in 2009. Mr. Chiu has, for many years, devoted himself wholeheartedly in boosting cooperation among local journalists, enhancing professional conduct of journalists and developing the relationship and advocating the interchange of knowledge between journalists in Hong Kong and Mainland China. His contribution in this field is highly praised and recognised. Mr. Chiu served as an independent non-executive director of Jiwa Bio-Pharm Holdings Limited (now known as U-Home Group Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 2327) from September 2008 to September 2013. He is currently an independent non-executive director of Global Strategic Group Limited (a company listed on GEM, stock code: 8007), which was appointed in October 2014.

Mr. Chiu has entered into an appointment letter with the Company for a term of two years from 30 July 2014 and been entitled to a fee of HK\$120,000 per calendar year.

Save as disclosed, Mr. Chiu does not hold any directorship in other public companies in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Chiu was granted Options on 29 June 2011 under the Share Option Scheme entitling him to subscribe for 500,000 Shares at an exercise price of HK\$0.14 per Share during the period from 29 June 2011 to 28 June 2021 and was granted options on 28 March 2013 under the Existing Share Option Scheme entitling him to subscribe for 1,150,000 Shares at an exercise price of HK\$0.15 per Share during the period from 28 March 2013 to 27 March 2023. Save as disclosed, Mr. Chiu does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to Mr. Wong Shiu Wah, Williamson, Mr. Su Minzhi, Mr. Tam Kin Yip, Mr. Tam Yiu Cheung and Mr. Chiu Wai Piu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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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)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Gold Tat Group International Limited (the “**Company**”) will be held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 28 August 2015 at 6:00 p.m., for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2015;
2.
  - (a) to re-elect Mr. Wong Shiu Wah, Williamson as executive Director;
  - (b) to re-elect Mr. Su Minzhi as executive Director;
  - (c) to re-elect Mr. Tam Kin Yip as independent non-executive Director;
  - (d) to re-elect Mr. Tam Yiu Cheung as independent non-executive Director;
  - (e) to re-elect Mr. Chiu Wai Piu as independent non-executive Director; and
  - (f) to authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint RSM Nelson Wheeler as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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4. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board  
**Gold Tat Group International Limited**  
**Wong Shiu Wah, Williamson**  
*Executive Director*

Hong Kong, 29 July 2015

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## NOTICE OF AGM

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*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Suite 1006, 10th Floor  
Ocean Centre, Harbour City  
Tsim Sha Tsui  
Kowloon, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.