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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



**Pine Cypress Development Limited**

*(Incorporated in the British Virgin Islands with limited liability)*

**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)

## **JOINT ANNOUNCEMENT**

- (1) THE SALE AND PURCHASE OF SHARES IN  
GOLD TAT GROUP INTERNATIONAL LIMITED;  
(2) CONDITIONAL MANDATORY CASH OFFERS BY  
 **KINGSTON SECURITIES****

**FOR AND ON BEHALF OF  
PINE CYPRESS DEVELOPMENT LIMITED**

- FOR ALL THE ISSUED SHARES IN  
GOLD TAT GROUP INTERNATIONAL LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
TO BE ACQUIRED BY  
PINE CYPRESS DEVELOPMENT LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT) AND  
FOR THE CANCELLATION OF  
ALL THE OUTSTANDING SHARE OPTIONS OF  
GOLD TAT GROUP INTERNATIONAL LIMITED;  
AND  
(3) RESUMPTION OF TRADING**

**Financial adviser to the Offeror**

** KINGSTON CORPORATE FINANCE**

## THE ACQUISITION

On 4 October 2017 (after trading hours of the Stock Exchange), the Offeror acquired from the Vendors an aggregate of 1,296,278,979 Shares (as to 466,198,979 Shares by Fuze Investments, 433,808,000 Shares by Mr. Fang and 396,272,000 Shares by Mr. Su respectively), representing approximately 31.46% of the entire issued share capital of the Company as at the date of this joint announcement. The aggregate consideration for the Sale Shares is HK\$108,628,178.44 (equivalent to approximately HK\$0.0838 per Sale Share), which was agreed between the Offeror and the Vendors after arm's length negotiations. Completion took place on 6 October 2017.

## CONDITIONAL MANDATORY CASH OFFERS

Immediately prior to the Completion, the Offeror and parties acting in concert with it were not interested in any Shares. Immediately following the Completion, the Offeror and parties acting in concert with it own an aggregate of 1,296,278,979 Shares, representing approximately 31.46% of the entire issued share capital of the Company (assuming that there is no other change in the issued share capital of the Company).

The Offeror will be required to make the conditional mandatory cash Offers for all the issued Shares (other than those already owned or to be acquired by the Offeror and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code and to cancel all the outstanding Share Options pursuant to Rule 13.5 of the Takeovers Code.

Kingston Securities, for and on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offers on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

### Share Offer

For each Offer Share ..... HK\$0.0838 in cash

The Share Offer Price of HK\$0.0838 per Offer Share under the Share Offer is the same as the price paid by the Offeror to the Vendors for each Sale Share.

### Option Offer

For cancellation of each Share Option  
with exercise price at HK\$0.14 per Share..... US\$0.001 in cash

For cancellation of each Share Option  
with exercise price at HK\$0.15 per Share..... US\$0.001 in cash

Under the Option Offer, given that the exercise prices of the outstanding Share Options are above the Share Offer Price, the outstanding Share Options are out-of-money and the Option Offer Price for the cancellation of each outstanding Share Option is set at a nominal value of US\$0.001.

As at the date of this joint announcement, the Company has a total of 4,120,899,946 Shares in issue and there are (i) 7,500,000 Share Options entitling the grantees to subscribe for an aggregate of 7,500,000 Shares at an exercise price of HK\$0.14 per Share; and (ii) 35,650,000 Share Options entitling the grantees to subscribe for an aggregate of 35,650,000 Shares at an exercise price of HK\$0.15 per Share, which were granted under the Share Option Schemes.

Assuming there is no change in the total number of issued Shares from the date of this joint announcement up to the Closing Date and on the basis of the Share Offer Price of HK\$0.0838 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$345 million. Each of 2,824,620,967 Shares and 43,150,000 outstanding Share Options will be subject to the Offers and the Offers are valued at approximately HK\$237 million and US\$43,150 respectively.

Assuming all the outstanding Share Options are exercised in full by the Optionholders prior to the Closing Date, the total number of issued Shares would increase to 4,164,049,946 Shares and the value of the Share Offer will be approximately HK\$240 million.

Kingston Corporate Finance, being the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of the full acceptances of the Offers.

## **GENERAL**

The Company will establish the Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Chiu Wai Piu, Mr. Miu Hon Kit and Mr. Li Shiu Ki, Ernest, to advise the Independent Shareholders and the Optionholders in respect of the Offers. An independent financial adviser will be appointed to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers. The appointment of the independent financial adviser is subject to the approval of the Independent Board Committee. A further announcement will be made when the independent financial adviser to the Independent Board Committee is appointed.

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and Optionholders in relation to the Offers; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offers, together with the Forms of Acceptance to the Shareholders and Optionholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

## **TRADING HALT AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Friday, 6 October 2017 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Wednesday, 11 October 2017.

## **WARNING**

**The Offers are conditional. If the total number of Shares in respect of the valid acceptances which the Offeror have received at or before 4:00 p.m. on the Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offers, together with the Shares acquired before or during the Share Offer, does not result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company, the Offers will not become unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **THE ACQUISITION**

On 4 October 2017 (after trading hours of the Stock Exchange), the Offeror acquired from the Vendors an aggregate of 1,296,278,979 Shares (as to 466,198,979 Shares by Fuze Investments, 433,808,000 Shares by Mr. Fang and 396,272,000 Shares by Mr. Su respectively), representing approximately 31.46% of the entire issued share capital of the Company as at the date of this joint announcement. The aggregate consideration for the Sale Shares is HK\$108,628,178.44 (equivalent approximately to HK\$0.0838 per Sale Share), which was agreed between the Offeror and the Vendors after arm's length negotiations and was fully paid by the Offeror in cash at Completion.

Completion took place on 6 October 2017.

## **CONDITIONAL MANDATORY CASH OFFERS**

Immediately prior to the Completion, the Offeror and parties acting in concert with it were not interested in any Shares. Immediately following the Completion, the Offeror and parties acting in concert with it own an aggregate of 1,296,278,979 Shares, representing approximately 31.46% of the entire issued share capital of the Company (assuming that there is no other change in the issued share capital of the Company).

The Offeror will be required to make the conditional mandatory cash Offers for all the issued Shares (other than those already owned or to be acquired by the Offeror and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code and to cancel all the outstanding Share Options pursuant to Rule 13.5 of the Takeovers Code.

As at the date of this joint announcement, the Company has a total of 4,120,899,946 Shares in issue. Assuming there is no change in the total number of issued Shares from the date of this joint announcement up to the Closing Date, there will be 2,824,620,967 Shares subject to the Share Offer, representing approximately 68.54% of the existing issued share capital of the Company.

As at the date of this joint announcement, there are (i) 7,500,000 Share Options entitling the grantees to subscribe for an aggregate of 7,500,000 Shares at an exercise price of HK\$0.14 per Share; and (ii) 35,650,000 Share Options entitling the grantees to subscribe for an aggregate of 35,650,000 Shares at an exercise price of HK\$0.15 per Share granted under the Share Option Schemes.

Save as disclosed above, the Company does not have any other outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

### **Principal terms of the Offers**

Kingston Securities, for and on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offers on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

#### **Share Offer**

For each Offer Share . . . . . HK\$0.0838 in cash

The Share Offer Price of HK\$0.0838 per Offer Share under the Share Offer is the same as the price paid by the Offeror to the Vendors for each Sale Share.

#### **Option Offer**

For cancellation of each Share Option  
with exercise price at HK\$0.14 per Share . . . . . US\$0.001 in cash

For cancellation of each Share Option  
with exercise price at HK\$0.15 per Share . . . . . US\$0.001 in cash

Pursuant to Rule 13 of the Takeovers Code and Practice Note 6 of the Takeovers Code, the Option Offer Price would normally represent the difference between the exercise price of the Share Options and the Share Offer Price. Under the Option Offer, given that the exercise prices of the outstanding Share Options are above the Share Offer Price, the outstanding Share Options are out-of-money and the Option Offer Price for the cancellation of each outstanding Share Option is set at a nominal value of US\$0.001.

#### **Comparison of value**

The Share Offer Price of HK\$0.0838 per Offer Share represents:

- (i) a premium of approximately 10.26% over the closing price of HK\$0.076 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 42.03% over the average of closing price of HK\$0.059 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and

- (iii) a premium of approximately 139.43% over the audited consolidated net asset value of the Group of approximately HK\$0.035 per Share as at 31 March 2017, based on a total of 4,120,899,946 Shares in issue as at the date of this joint announcement and the audited consolidated net asset value of the Group of approximately HK\$143,383,000 as at 31 March 2017.

### **Highest and lowest Share prices**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the date of this joint announcement were HK\$0.1 per Share (on 23 June 2017 and 26 June 2017) and HK\$0.05 per Share (on 27 September 2017), respectively.

### **Value of the Offers**

As at the date of this joint announcement, the Company has a total of 4,120,899,946 Shares in issue and there are (i) 7,500,000 Share Options entitling the grantees to subscribe for an aggregate of 7,500,000 Shares at an exercise price of HK\$0.14 per Share; and (ii) 35,650,000 Share Options entitling the grantees to subscribe for an aggregate of 35,650,000 Shares at an exercise price of HK\$0.15 per Share granted under the Share Option Schemes.

Assuming there is no change in the total number of issued Shares from the date of this joint announcement up to the Closing Date and on the basis of the Share Offer Price of HK\$0.0838 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$345 million. Each of 2,824,620,967 Shares and 43,150,000 outstanding Share Options will be subject to the Offers and the Offers are valued at approximately HK\$237 million and US\$43,150 respectively.

Assuming all the outstanding Share Options are exercised in full by the Optionholders prior to the Closing Date, the total number of issued Shares would increase to 4,164,049,946 Shares and the value of the Share Offer will be approximately HK\$240 million.

### **Financial resources available to the Offeror**

Kingston Corporate Finance, being the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of full acceptances of the Offers. The Offers will be fully financed by the Loan Facility provided by Kingston Securities.

The Offeror has entered into the Loan Facility Agreement under which the Offeror is required to pledge the Shares held by it and the Shares to be acquired by it as collateral (the “**Pledged Shares**”).

### **Conditions of the Offers**

The Share Offer is conditional upon valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of Shares which, together with Shares acquired before or during the Offers, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.



The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects. Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be entirely cancelled and renounced.

### **Effect of accepting the Offers**

The acceptance of the Offers by any Shareholders and/or Optionholders will be deemed to constitute a warranty by such Shareholders and/or Optionholders that all Shares and Share Options sold under the Offers are free from all liens, claims, charges, options, equities, adverse interests, third party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including without limitation, the right to receive all dividends and distributions declared, paid or made, if any, on or after the date on which the Offers are made.

### **Payment**

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event within seven Business Days following the later of the date on which the Offers become, or are declared unconditional and the date on which the duly completed acceptance of the Offers and the relevant documents of title of the Shares or the Share Options (as the case may be) in respect of such acceptance are received by the Offeror to render each such acceptance complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder and/or Optionholder who accepts the Offers will be rounded up to the nearest cent.

### **Taxation advice**

Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, parties acting in concert with the Offeror, the Company, Kingston Securities, Kingston Corporate Finance and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accept responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

### **Overseas Shareholders and overseas Optionholders**

The making of the Offers to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws and regulations of the relevant jurisdiction. Overseas Shareholders or overseas Optionholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal and regulatory requirements in their own jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such overseas Shareholders and overseas Optionholders in respect of such jurisdictions). The overseas Shareholders and overseas Optionholders should consult their professional advisers if in doubt.

## **Stamp duty**

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Share Offer will be payable by the relevant Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to the relevant Shareholders accepting the Share Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Shareholders accepting the Share Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the Option Offer.

## **Other arrangements**

The Offeror confirms that, save for the Acquisition, the Loan Facility and the Pledged Shares, as at the date of this joint announcement:–

- (i) none of the Offeror and parties acting in concert with it owns or has control or direction over any voting rights in any Shares or rights over the Shares or convertible securities, Options, warrants or derivatives of the Company;
- (ii) there is no outstanding derivatives in respect of the securities in the Company which has been entered into by the Offeror and any person acting in concert with it;
- (iii) there is no other arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offers;
- (iv) there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers;
- (v) none of the Offeror and parties acting in concert with it has received any irrevocable commitment to accept the Offers;
- (vi) none of the Offeror and parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company; and
- (vii) none of the Offeror and parties acting in concert with it has entered into any agreement, arrangement or understanding with (a) the Company; (b) any Shareholder or recent Shareholder; or (c) any Director or recent Director.



## SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately prior to the Completion; and (ii) immediately following the Completion and as at the date of this joint announcement:

Shareholders	Immediately prior to the Completion		Immediately following Completion and as at the date of this joint announcement	
	Number of Shares	Approximate %	Number of Shares	Approximate %
		of issued Shares		of issued Shares
Mr. Fang	433,808,000	10.53	–	–
Fuze Investments (Note 1)	466,198,979	11.31	–	–
Mr. Su	396,272,000	9.62	–	–
Offeror and parties acting in concert with it	–	–	1,296,278,979	31.46
Mr. Su Minzhi (Note 2)	46,496,000	1.12	46,496,000	1.12
Public Shareholders	2,778,124,967	67.42	2,778,124,967	67.42
<b>Total</b>	<b>4,120,899,946</b>	<b>100.00</b>	<b>4,120,899,946</b>	<b>100.00</b>

Notes:

1. Fuze Investments is beneficially owned by Mr. Fang.
2. Mr. Su Minzhi is an executive Director and does not have any relationship with Mr. Su.

## INFORMATION ON THE GROUP

The Group is principally engaged in the trading of electronic parts and components in relation to display modules and touch panel modules.

Set out below is a summary of the audited consolidated financial information of the Group for the three years ended 31 March 2017:

	For the year ended 31 March 2015 (HK\$'000) (audited)	For the year ended 31 March 2016 (HK\$'000) (audited)	For the year ended 31 March 2017 (HK\$'000) (audited)
Revenue	1,190,641	666,873	567,406
(loss) before taxation	(1,552)	(119,960)	(115,859)
(loss) after taxation	(1,552)	(119,960)	(115,859)
Net assets	259,258	224,436	143,383

## **INFORMATION ON THE OFFEROR**

The Offeror is an investment holding company incorporated in the British Virgin Islands on 4 July 2017 with limited liability. The Offeror is beneficially wholly-owned by Mr. Ma. Mr. Ma is the sole director of the Offeror. As at the date of this joint announcement, save for the Acquisition, the Offeror has not engaged in any business activities.

Mr. Ma, aged 35, is an entrepreneur with experience in agriculture industry. He is currently the chairman of 黑龍江省卓信農業發展集團有限公司 (ZhuoXin Agri Group\*) situated at Heilongjiang Province, the PRC. The company is involved in various businesses, including but not limited to food storage management, pig breeding, farming, chemical industry, retail, e-commerce and financial industry.

## **OFFEROR'S INTENTION ON THE COMPANY**

The Offeror is optimistic about the Group's future prospect and it considers the Group's business and operations having a great potential of growth. As at the date of this joint announcement, the Offeror intends to continue the principal business of the Group. The Offeror will, following the completion of the Offers, conduct a detailed review of the business operations and financial position of the Group for the purpose of developing a sustainable business plan or strategy for the Group. Subject to the result of the review and should suitable investment or business opportunities arise, the Offeror may diversify the business of the Group with the objective of broadening its sources of income. However, as of the date of this joint announcement, no such investment or business opportunities had been identified nor had the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group.

### **Maintaining the listing status of the Company**

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the Closing Date and will undertake to the Stock Exchange to take appropriate steps as soon as possible following the Closing Date to ensure that a sufficient public float exists for the Shares. The Company and the Offeror will issue a separate announcement as and when necessary regarding the decision of any such placing down if the circumstances warrant.

The Stock Exchange has stated that if, upon closing of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25%, of the Shares are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend trading in the Shares until a level of sufficient public float is attained.

## DEALING AND INTERESTS IN THE COMPANY'S SECURITIES

Save for the Acquisition and the Pledged Shares, none of the Offeror nor parties acting in concert with it has dealt in the Shares, options, derivatives, warrants nor other securities convertible into Shares during the period commencing six months preceding the commencement of the offer period (as defined under the Takeovers Code) (i.e. the date of this joint announcement).

### DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities) of the Company and the Offeror (within the meaning of the Takeovers Code) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

#### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## GENERAL

The Company will establish the Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Chiu Wai Piu, Mr. Miu Hon Kit and Mr. Li Shiu Ki, Ernest, to advise the Independent Shareholders and the Optionholders in respect of the Offers. An independent financial adviser will be appointed to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers. The appointment of the independent financial adviser is subject to the approval of the Independent Board Committee. A further announcement will be made when the independent financial adviser to the Independent Board Committee is appointed.

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and Optionholders in relation to the Offers; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offers, together with the Forms of Acceptance to the Shareholders and Optionholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

## TRADING HALT AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Friday, 6 October 2017 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Wednesday, 11 October 2017.

## WARNING

**The Offers are conditional. If the total number of Shares in respect of the valid acceptances which the Offeror have received at or before 4:00 p.m. on the Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offers, together with the Shares acquired before or during the Share Offer, does not result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company, the Offers will not become unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## DEFINITION

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Acquisition”	the acquisition of the Sale Shares by the Offeror on 4 October 2017
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for transaction of business
“Closing Date”	the date to be stated in the Composite Document as the first closing date of the Offers or any subsequent closing date as may be announced by the Offeror and approved by the Executive
“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 (stock code: 8266)
“Completion”	the completion of the Acquisition
“Composite Document”	the composite offer and response document proposed to be jointly issued by or on behalf of the Offeror and the Company to all Shareholders and Optionholders in accordance with the Takeovers Code in connection with the Offers containing, among other things, the details of the Offers, the Forms of Acceptance and the respective letter of advices from the independent financial adviser and the Independent Board Committee in respect of the Offers
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Encumbrances”	any mortgage, charge, pledge, lien (otherwise than arising by statute or operation of law), equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same

“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegates of the Executive Director
“Forms of Acceptance”	the form of acceptance and transfer of the Offer Shares and the form of acceptance and cancellation of the Share Options
“Fuze Investments”	Fuze Investments Limited, a company incorporated in the British Virgin Islands with limited liability and is beneficially wholly-owned by Mr. Fang, being one of the Vendors in respect of the Sale Shares
“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”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Company comprising all the independent non-executive Directors to be formed to advise the Independent Shareholders and Optionholders on the Offers
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it as regards to the Offers
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a corporation licensed to carry out businesses in Type 6 (advising on corporate finance) regulated activity under the SFO and the financial adviser to the Offeror in respect of the Offers
“Kingston Securities”	Kingston Securities Limited, a corporation licensed to carry on businesses in Type 1 (dealing in securities) regulated activity under the SFO and whom will make the Offers for and on behalf of the Offeror
“Last Trading Day”	4 October 2017, being the last trading day of the Shares immediately prior to its suspension in trading on the Stock Exchange pending the release of this joint announcement
“Loan Facility”	a loan facility granted by Kingston Securities as lender to the Offeror as borrower in accordance with the terms of the Loan Facility Agreement for financing the Acquisition and the Offers



“Loan Facility Agreement”	the loan facility agreement dated 4 October 2017 entered into between Kingston Securities and the Offeror in relation to the Loan Facility
“Mr. Fang”	Mr. Fang Gang, being one of the Vendors in respect of the Sale Shares
“Mr. Ma”	Mr. Ma Chao, the ultimate beneficial owner and the sole director of the Offeror
“Mr. Su”	Mr. Su Peilin, being one of the Vendors in respect of the Sale Shares
“Offers”	the Share Offer and the Option Offer
“Offer Share(s)”	Share(s) in respect of which the Share Offer is made, being Share(s) not already owned or to be acquired by the Offeror and the parties acting in concert with it
“Offeror”	Pine Cypress Development Limited, a company incorporated in the British Virgin Islands with limited liability
“Option Offer”	the conditional mandatory cash offer to be made by Kingston Securities for and on behalf of the Offeror for the cancellation of the outstanding Share Options in accordance with the Takeovers Code
“Option Offer Price”	US\$0.001 per Share Option
“Optionholder(s)”	holder(s) of the Share Option(s)
“Sale Share(s)”	an aggregate of 1,296,278,979 Shares acquired by the Offeror from the Vendors
“SFC”	the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of US\$0.001 each in the issued share capital of the Company
“Share Offer”	the conditional mandatory cash offer to be made by Kingston Securities for and on behalf of the Offeror for all the Shares other than those already owned or to be acquired by the Offeror and parties acting in concert with it in accordance with the Takeovers Code

“Share Offer Price”	the price at which the Share Offer will be made, i.e. HK\$0.0838 per Offer Share
“Share Option(s)”	option(s) to subscribe for Shares granted under the Share Option Schemes
“Share Option Schemes”	the share option schemes adopted by the Company on 27 March 2003 and 25 March 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendors”	collectively, Fuze Investments, Mr. Fang and Mr. Su
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“US\$”	United States dollar(s), the lawful currency of the United States of America
“%”	per cent.

By order of the board  
**Pine Cypress Development Limited**  
**Ma Chao**  
*Director*

By order of the Board  
**Gold Tat Group International Limited**  
**Chen Dongquan**  
*Executive Director*

Hong Kong, 10 October 2017

*As at the date of this joint announcement, the Board comprises three executive directors, namely, Mr. So Loi Fat (Chairman), Mr. Su Minzhi and Mr. Chen Dongquan; and three independent non-executive directors, namely, Mr. Chiu Wai Piu, Mr. Miu Hon Kit and Mr. Li Shiu Ki, Ernest.*

*All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Ma Chao.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group, the Vendors and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those in relation to the Group, the Vendors and parties acting in concert with any of them) has been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*This joint announcement will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for 7 days from the day of its posting. This joint announcement will also be published on the website of the Company at <http://www.goldtatgroup.com/>.*

*\* For identification purpose only*