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Zhuoxin International Holdings Limited

卓信國際控股有限公司

(formerly known as 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)

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Directors proposed to implement the Share Consolidation on the basis that every 10 issued and unissued Shares of US\$0.001 each will be consolidated into one Consolidated Share of US\$0.01 each. The Directors also proposed to change the board lot size for trading in the Consolidated Shares of the Company from 16,000 Consolidated Shares to 3,200 Consolidated Shares upon the Share Consolidation becoming effective.

The Share Consolidation is subject to the Shareholders' approval at the EGM. A circular containing further information on the Share Consolidation and a notice to convene the EGM will be despatched to the Shareholders on or before 9 March 2018.

SHARE CONSOLIDATION

The Directors proposed to implement the Share Consolidation on the basis that every 10 issued and unissued Shares will be consolidated into one Consolidated Share. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Effects of the Share Consolidation

As at the date of this announcement, the authorized share capital of the Company is US\$40,000,000 divided into 40,000,000,000 Shares of US\$0.001 each, of which 4,120,899,946 Shares are in issue and fully paid. After the Share Consolidation becoming effective, the authorized share capital of the Company will be US\$40,000,000 divided into 4,000,000,000 Consolidated Shares of US\$0.01 each, of which 412,089,994 Consolidated Shares will have been issued and fully paid.

As at the date of this announcement, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares or Consolidated Shares, as the case may be.

The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's memorandum and articles of association. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (1) the passing of the necessary resolutions by the Shareholders to approve the Share Consolidation at the EGM; and
- (2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares to be in issue.

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation taking effect.

CHANGE OF BOARD LOT SIZE

The Directors also proposed to change the board lot size for trading in the shares of the Company from 16,000 Consolidated Shares to 3,200 Consolidated Shares upon the Share Consolidation becoming effective.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Consolidation becoming effective, Shareholders may during the specified period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for Consolidated Shares with new nominal value of US\$0.01 each. Thereafter, certificates for existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, certificates for existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Consolidated Shares at any time.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be dispatched to the Shareholders in relation to the Share Consolidation.

EXPECTED TIMETABLE

Set out below is the tentative timetable for the implementation of the Share Consolidation and change in board lot size:

Despatch of circular with notice of EGM On or before Friday, 9 March 2018

Latest time for lodging proxy form for the EGM 11:00 a.m. on Saturday,
24 March 2018

Date of EGM 11:00 a.m. on Monday,
26 March 2018

Announcement on results of EGM Monday, 26 March 2018

Effective date for the Share Consolidation Tuesday, 27 March 2018

First day for free exchange of existing share
certificates for new share certificates Tuesday, 27 March 2018

Dealings in Consolidated Shares commence 9:00 a.m. on Tuesday,
27 March 2018

Original counter for trading in Shares in
board lots of 16,000 Shares (in the form of
existing share certificates) temporarily closes 9:00 a.m. Tuesday,
27 March 2018

Temporary counter for trading in Consolidated Shares in
board lots of 1,600 Consolidated Shares
(in the form of existing share certificates) opens 9:00 a.m. Tuesday,
27 March 2018

Original counter for trading in Consolidated Shares in
new board lots of 3,200 Consolidated Shares
(in the form of new share certificates) re-opens 9:00 a.m. Friday,
13 April 2018

Parallel trading in Consolidated Shares
(in the form of new share certificates and
existing share certificates) commences 9:00 a.m. Friday, 13 April 2018

Designated broker starts to stand in the market to
provide matching services for odd lots of
Consolidated Shares 9:00 a.m. Friday, 13 April 2018

Temporary counter for trading in Consolidated Shares in board lots of 1,600 Consolidated Shares (in the form of existing share certificates) closes 4:00 p.m. Friday, 4 May 2018

Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) closes 4:00 p.m. Friday, 4 May 2018

Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares 4:00 p.m. Friday, 4 May 2018

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares Tuesday, 8 May 2018

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

It is expected that the Share Consolidation would bring about a corresponding increase in the trading price of the Consolidated Shares and would enable the Company to comply with the trading requirements, in particular, board lot value should be greater than HK\$2,000, under the GEM Listing Rules. The Board believes that complying with the trading requirements will promote healthy trading of the Shares and to avoid potential volatility of Shares.

Also, the Board noted from the market that, when the price of the shares is below HK\$1.00 per share, it is not conducive to building an institutional investor base for the Company as many institutional investors in general are not interested in shares which are below HK\$1.00. It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Share. The Board considers that upon the Share Consolidation becoming effective, the Consolidated Shares would be more likely to become an acceptable investment alternative for institutional investors and would in turn broaden the Company's shareholder base and support the Company's on-going and long term development and business expansion.

The Board also noted that changing the board lot size in the Shares of the Company from 16,000 to 3,200 Consolidated Shares will reduce the board lot value of the Consolidated Shares after the Share Consolidation and therefore will result in higher liquidity of the Consolidated Shares. The Board is also of the view that by adjusting the board lot size to 3,200 Consolidated Shares, it will yield the benefit of reducing the number of odd lot shares created per new board lot compared to the other board lot size options while maintaining the goals of the Share Consolidation and change of board lot size as mentioned above.

Accordingly, the Board is of the view that the Share Consolidation and change in board lot size are in the interest of the Company and the Shareholders as a whole.

EGM AND CIRCULAR

The Share Consolidation is subject to the Shareholders' approval at the EGM and no Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation. A circular containing further details of the Share Consolidation and the notice of the EGM will be dispatched to the Shareholders on or before 9 March 2018.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

“Board”	the Board of directors of the Company;
“Company”	Zhuoxin International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM;
“Consolidated Shares”	ordinary share(s) of US\$0.01 each in the share capital of the Company after the Share Consolidation becoming effective;
“Directors”	the directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Share Consolidation;
“GEM”	the GEM 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 PRC;
“US\$”	United States dollars, the lawful currency of the United States of America;
“Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of the Company;
“Shareholders”	holders of the Shares;

“Share Consolidation” the proposed consolidation of every 10 issued and unissued Shares into 1 Consolidated Share in the issued and unissued share capital of the Company; and

“Stock Exchange” The Stock Exchange of Hong Kong Limited.

By Order of the Board
Zhuoxin International Holdings Limited
Ma Chao
Chairman

Hong Kong, 23 February 2018

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Ma Chao (Chairman), Mr. Zhang Shourong and Mr. Fu Yong; and three independent non-executive Directors, namely, Mr. Chiu Wai Piu, Mr. Miu Hon Kit and Mr. Li Shiu Ki, Ernest.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 date of its publication and on the Company’s website at www.goldtatgroup.com.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.