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GTI HOLDINGS LIMITED

共享集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Stock code: 3344)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of shareholders of GTI Holdings Limited (the “**Company**”) will be held at Function Room 1, 3/F., Mira Place, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 June 2021 at 11 a.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution of the Company:

1. “**THAT:**

- (a) the conditional supplemental deed dated 29 January 2021 (the “**Supplemental Deed**”, details of which are disclosed in the circular of the Company dated 7 June 2021 (the “**Circular**”)) entered into among Great Fortune Development Limited, an indirect wholly-owned subsidiary of the Company, as purchaser, Mr. Hao Zhao as vendor (the “**Vendor**”) and Mr. Hao Xiangbin as guarantor to the Vendor in relation to, the extension of time for the fulfillment of the agreed guaranteed profit and the amendment of certain terms of the conditional sale and purchase agreement dated 13 November 2018 (as amended and supplemented by a supplement agreement dated 24 December 2018) in relation to the acquisition of the entire issued share capital of and loans due by Jiu Zhou Financial Group Co. Ltd. to the Vendor or its associates (a copy of the Supplemental Deed is marked “A” and produced to the Meeting and signed by the chairman of the Meeting (the “**Chairman**”) for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

(b) any one or more of the directors of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as he/she/they consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental Deed and the transactions contemplated thereunder.”

By Order of the Board
GTI Holdings Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
Ng Kwok Hung Perry
Executive Director

Hong Kong, 7 June 2021

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit B, 13/F
Winsan Tower
98 Thomson Road
Wan Chai, Hong Kong

Notes:

- (1) The resolution(s) put to the vote at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted by a show of hands in accordance with the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the articles of association of the Company. A proxy needs not be a member of the Company.
- (3) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.

- (4) In the case of joint holders of Share(s) of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- (5) For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 23 June 2021 to Monday, 28 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 June 2021.
- (6) In light of the ongoing outbreak of coronavirus ("COVID-19") and in the best interest of protecting the health of Shareholders and other attendees who will attend the Meeting, special precautionary measures will be implemented by the Company, the details of which are as follows:
- (i) All attendees are required to wear self-prepared surgical mask at all times during their attendance of the Meeting;
 - (ii) All attendees are required to use hand sanitizer gel before entry and compulsory body temperature checks will be conducted before being given access to the Meeting venue;
 - (iii) Seat arrangement will be given at the Meeting venue to maintain an appropriate social distance and the number of attendees at the Meeting will be limited according to the latest regulations announced by the government;
 - (iv) There will be no corporate gift or souvenir distributed and no refreshment will be served at the Meeting; and
 - (v) Should any attendee refuse to comply with any of the abovementioned measures, the Company reserves the right to deny access of such attendee to the Meeting venue.

Shareholders are strongly encouraged to appoint the chairman of the Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Meeting in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.

As at the date of this notice, the Board comprises (i) Mr. Ng Kwok Hung Perry, Mr. Hao Xiangbin and Mr. Tan Teng Hong as executive Directors; and (ii) Mr. Chan Shu Kin, Mr. Chung Lim Tung, Mr. Ng Ka Lun and Mr. Zhou Weijia (alias Zhou Yi) as independent non-executive Directors.