

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in GT Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, other registered dealer in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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高富集團控股有限公司
GT GROUP HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 263)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of GT Group Holdings Limited to be held at Churchill Room, Level 26, The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 21 June 2017 at 3:00 p.m. is set out on pages 16 to 19 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are advised to read the notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 3:00 p.m. (Hong Kong time) on Monday, 19 June 2017) or any adjourned meeting thereof (as the case may be). 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 adjourned meeting should you so wish.

16 May 2017

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Wednesday, 21 June 2017 at 3:00 p.m. at Churchill Room, Level 26, The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong;
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 19 of this circular;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong;
“Company”	GT Group Holdings Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange;
“core connected person”	the same definition as ascribed to it in the Listing Rules;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the mandate proposed to be sought at the AGM to authorise the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution;
“Latest Practicable Date”	12 May 2017, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan;

DEFINITIONS

“Repurchase Mandate”	the mandate proposed to be sought at the AGM to authorise the Directors to exercise all the powers of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeover Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission and as amended from time to time;
“%” or “per cent”	percentage or per centum

LETTER FROM THE BOARD



高富集團控股有限公司
GT GROUP HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 263)

Executive Directors:

Li Dong (*Chairman*)
Ng Shin Kwan, Christine
Chan Ah Fei
Liang Shan
Suen Yick Lun, Phillip
Feng Taiguo

Registered office:

Units 2502–5,
25th Floor, Harbour Centre,
25 Harbour Road,
Wanchai, Hong Kong.

Independent Non-executive Directors:

Wong Yun Kuen
Wong Shun Loy
Hu Chao

16 May 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to (i) the granting to the Directors of a general mandate to exercise all the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares at the date of passing the resolution (which, based on the total number of issued Shares as at the Latest Practicable Date and assuming that the total number of issued Shares remains unchanged up to the date of the AGM, will be 280,383,354 Shares); (ii) the granting to the Directors of a general mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares at the date of passing the resolution (which, based on the total number of issued Shares as at the Latest Practicable Date and assuming that the total number

LETTER FROM THE BOARD

of issued Shares remains unchanged up to the date of the AGM, will be 140,191,677 Shares); (iii) the extension of the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors and (iv) the re-election of retiring Directors.

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by an aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

Conditional upon the above resolutions being passed, the Issue Mandate and the Repurchase Mandate will expire on 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 or any applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM). The explanatory statement set out in Appendix I of this circular, containing information regarding the Repurchase Mandate as required under Rule 10.06(1)(b) of the Listing Rules, is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate at the AGM.

The listing of and permission to deal in any new Shares issued will be subject to the approval of the Stock Exchange.

Details of these resolutions are contained in the AGM Notice.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely Mr. Li Dong, Ms. Ng Shin Kwan, Christine, Mr. Chan Ah Fei, Mr. Liang Shan, Mr. Suen Yick Lun, Phillip, Mr. Feng Taiguo, Dr. Wong Yun Kuen, Mr. Wong Shun Loy and Mr. Hu Chao.

In accordance with Articles 96 and 105(A) of the Articles of Association, Mr. Suen Yick Lun, Phillip, Mr. Feng Taiguo, Mr. Chan Ah Fei, Dr. Wong Yun Kuen and Mr. Wong Shun Loy will retire by rotation at the AGM and, all being eligible, will offer themselves for re-election at the AGM (the “Re-election of Directors”).

LETTER FROM THE BOARD

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

The re-election of the above retiring Directors has been reviewed by the nomination committee of the Company which made recommendation to the Board that the Re-election of Directors be proposed for the Shareholders' approval at the AGM.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regards 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.

VOTING AT AGM

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the Chairman of the AGM to demand for voting by way of poll for the ordinary resolutions and special resolutions put to the vote of the Shareholders at the AGM in accordance with the Articles of Association.

ACTION TO BE TAKEN

The AGM Notice is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:00 p.m. (Hong Kong time) on Monday, 19 June 2017) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors are of the opinion that the proposals for granting of the Issue Mandate and the Repurchase Mandate and the re-election of the retiring Directors are all in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in Appendices I and II of this circular.

Yours faithfully
For and on behalf of
GT GROUP HOLDINGS LIMITED
Li Dong
Chairman

This is the explanatory statement to provide requisite information to Shareholders for their consideration of the proposed general mandate to be granted to the Directors to repurchase Shares of the Company as required by the relevant provision of the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange and also constitutes the memorandum required under section 239(2) of the Companies Ordinance.

1. SHARE REPURCHASE

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, which include all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval of a particular transaction, and that the shares to be purchased must be fully paid up. Other important information reasonably necessary for Shareholders to make an informed decision as to whether or not to vote in favour of the resolution approving the Repurchase Mandate is summarised below:

(a) Source of funds

It is proposed that repurchases of Shares under the Repurchase Mandate would be financed from distributable profits or the proceeds of a fresh issue of Shares made for the purpose of the repurchases. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of Hong Kong, including but not limited to the Companies Ordinance.

(b) Total number of issued Shares

As at the Latest Practicable Date, the total number of issued Shares was 1,401,916,770. Assuming no new Shares will be issued and no Shares will be repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate (if approved) to repurchase a maximum of 140,191,677 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

(c) Core Connected parties

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any core connected person undertaken not to sell any of the Shares held by him to the Company in the event that the Company is authorised to make repurchases under the Repurchase Mandate.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to seek a general mandate from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the general mandate to repurchase Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a purchase will benefit the Company and its Shareholders.

3. IMPACT OF REPURCHASES

An exercise of the general mandate to repurchase Shares in full during the proposed repurchase period could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2016, being the date to which the latest published audited accounts of the Company were made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
May	0.512	0.419
June	0.468	0.252
July	0.274	0.238
August	0.375	0.221
September	0.325	0.247
October	0.340	0.280
November	0.455	0.265
December	0.390	0.275
2017		
January	0.310	0.250
February	0.330	0.255
March	0.315	0.265
April	0.280	0.245
May (up to the Latest Practicable Date)	0.255	0.235

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved at the AGM.

7. TAKEOVERS CODE

On the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase. Such an increase will be treated as an acquisition for the purposes of the Takeovers Code and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, there is no shareholder who has an interest in 5% or more of the total number of shares in issue of the Company.

The Directors are not aware of any consequences which will trigger any general offer obligation under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

Set out below are details of the retiring Directors, who are eligible for re-election and have expressed their willingness to stand for re-election, and are proposed to be re-elected at the AGM:

Mr. Suen Yick Lun, Phillip (“Mr. Suen”), aged 48, has been executive director of the Company since September 2016.

Mr. Suen is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the CPA Australia. He is also a member of The Hong Kong Institute of Directors. Mr. Suen holds a Bachelor’s degree in Accountancy from Queensland University of Technology and a Master’s degree in Corporate Finance from The Hong Kong Polytechnic University. He has over 15 years of experience in corporate management and finance, accounting and company secretarial practice. Mr. Suen was an acting chairman, executive director and managing director of Skyway Securities Group Limited (Stock Code: 1141) from 2 July 2014 to 29 February 2016, an executive director of HengTen Networks Group Limited (Stock Code: 136) from 1 April 2011 to 1 July 2014 and its managing director and chief executive officer from 27 March 2014 to 1 July 2014, and an executive director of Imagi International Holdings Limited (Stock Code: 585) from 28 January 2016 to 16 August 2016 and its company secretary from 18 April 2016 to 16 August 2016.

Save as disclosed above, Mr. Suen has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Suen does not have any relationships with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Suen has entered into a letter of appointment with the Company and he is not appointed for any specific length or proposed length of service and his term of service shall continue unless terminated by either one party by giving to the other one month’s prior notice in writing. His appointment as a director of the Company is also subject to retirement by rotation and re-election in accordance with the articles of association of the Company (the “Articles of Association”) and that he shall hold office until the forthcoming annual general meeting of the Company (the “AGM”) and where he shall be eligible for re-election. Mr. Suen is currently entitled to receive a director’s remuneration of HK\$80,000 per month on a 12-month basis, which has been approved by the remuneration committee of the Company (the “Remuneration Committee”) with reference to his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Suen may also be entitled to receive discretionary bonuses or other benefits as may be determined by the Remuneration Committee having regard to the performance of Mr. Suen and the Company. The director’s remuneration of Mr. Suen is subject to annual review by the Remuneration Committee. The director’s emoluments of Mr. Suen for the year ended 31 December 2016 were HK\$320,000.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Suen that need to be brought to the attention of the shareholders of the Company.

Mr. Feng Taiguo (“Mr. Feng”), aged 54, has been appointed as an executive director of the Company since May 2017.

Mr. Feng graduated from Fudan University with a Master Degree in Business Administration. He has extensive experience in sales and marketing, iron and steel production operations and executive management as well as overall business management. Prior to joining the Company, Mr. Feng has worked as senior management for various departments in Baosteel Iron & Steel Co. Ltd. (a company whose shares are listed on Shanghai Stock Exchange) and China Baowu Steel Group Corporation.

Save as disclosed above, Mr. Feng did not have any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Feng does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholder of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Feng has entered into a letter of appointment with the Company and he is not appointed for any specific length or proposed length of service and his term of service shall continue unless terminated by either party giving to the other one month’s prior notice in writing. His appointment as a director of the Company is also subject to retirement by rotation and re-election in accordance with the Articles of Association and that he shall hold office until the forthcoming AGM and where he shall be eligible for re-election. Mr. Feng is currently entitled to receive a director’s remuneration of HK\$50,000 per month on a 12-month basis (pro-rata adjusted for any service period shorter than a full month), which has been approved by the Remuneration Committee with reference to his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Feng may also be entitled to receive discretionary bonuses or other benefits as may be determined by the Remuneration Committee having regard to the performance of Mr. Feng and the Company. The director’s remuneration of Mr. Feng is subject to annual review by the Remuneration Committee. Mr. Feng has been appointed as an executive director of the Company with effect from 9 May 2017, therefore no director’s emolument for Mr. Feng during the year 2016.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Feng that need to be brought to the attention of the shareholders of the Company.

Mr. Chan Ah Fei (“Mr. Chan”), aged 54, has been executive director of the Company since November 2010. Mr. Chan also holds directorships in various subsidiaries of the Company.

Mr. Chan has more than 20 years of experience as key management in electric power supply, telecommunications, geological surveying and mining businesses. He received a geological surveying qualification from 甘肅蘭州礦業學院 (literally translated as Gansu Lanzhou Mining Academy). Mr. Chan has founded 青海創綠投資管理有限公司 (literally translated as Qinghai Chuanglu Investment Management Limited) since 2000, which is principally engaged in provision of consultancy service in relation to mining rights, including the mineral exploitation, extraction, processing and production at mines primarily located in the northwestern and southwestern regions of the PRC. He was a director of Great Wall Hong Kong Investment Co. Limited, which provides advisory services in relation to geological surveying and mining (a company dissolved on deregistration on 9 December 2016).

Save as disclosed above, Mr. Chan has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not hold any other positions with the Company.

Mr. Chan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chan has entered into a letter of appointment with the Company and he is not appointed for any specific length or proposed length of service and his term of service shall continue unless terminated by either one party by giving to the other two months’ prior notice in writing. His appointment as a director of the Company is also subject to retirement by rotation and re-election in accordance with the Articles of Association and shall then be eligible for re-election at the AGM. Mr. Chan is currently entitled to receive a director’s remuneration of HK\$50,000 per month on a 13-month basis, which was approved by the Remuneration Committee with reference to his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Chan may also be entitled to receive discretionary bonuses or other benefits as may be determined by the Remuneration Committee having regard to the performance of Mr. Chan and the Company. The director’s remuneration of Mr. Chan is subject to annual review by the Remuneration Committee. The director’s emoluments of Mr. Chan for the year ended 31 December 2016 were HK\$650,000.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the shareholders of the Company.

Dr. Wong Yun Kuen (“Dr. Wong”), aged 59, has been independent non-executive director of the Company since September 2004.

Dr. Wong received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. He has worked in financial industries in the United States and Hong Kong for more than 10 years, and has considerable experience in corporate finance, investment and derivative products. Dr. Wong is a member of Hong Kong Securities Institute. He is an executive director and a chairman of UBA Investments Limited (Stock Code: 768), an executive director of Ngai Shun Holdings Limited (Stock Code: 1246) and an independent non-executive director of DeTai New Energy Group Limited (Stock Code: 559), Far East Holdings International Limited (Stock Code: 36), Kaisun Energy Group Limited (Stock Code: 8203), Kingston Financial Group Limited (Stock Code: 1031), and Sincere Watch (Hong Kong) Limited (Stock Code: 444). Dr. Wong has been re-designated from independent non-executive director to non-executive director of China Sandi Holdings Limited (Stock Code: 910) with effect from 15 September 2016. He was also an independent non-executive director of Bauhaus International (Holdings) Limited (Stock Code: 483) from October 2004 to December 2016, Huajun Holdings Limited (Stock Code: 377) from October 2010 to September 2014, Huge China Holdings Limited (Stock Code: 428) from September 2004 to January 2015, Kong Sun Holdings Limited (Stock Code: 295) from April 2007 to November 2014 and KuangChi Science Limited (Stock Code: 439) from June 2007 to August 2014.

Save as disclosed above, Dr. Wong has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date and with the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), Dr. Wong is interested in 1,800 Shares and 235 underlying Shares issuable under the share options granted by the Company to him on 3 December 2007, altogether representing approximately 0.00% of the issued share capital of the Company.

Dr. Wong does not have any relationships with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

Dr. Wong has entered into a letter of service with the Company and his term of service is fixed at a term of twelve months which automatically renews for successive twelve-month periods unless terminated by either one party in writing prior to the expiry of the term. His appointment as a director of the Company is also subject to retirement by rotation and re-election in accordance with the Articles of Association and shall then be eligible for re-election at the AGM. The letter of service does not specify the remuneration of Dr. Wong and Dr. Wong is currently entitled to receive a director's remuneration of HK\$10,000 per month, which was approved by the Remuneration Committee with reference to his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration to Dr. Wong is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Dr. Wong for the year ended 31 December 2016 were HK\$120,000.

Dr. Wong has served on the Board for more than 9 years but he has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. Dr. Wong has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Dr. Wong has the character, integrity, ability and experience to continue to fulfill his role as required effectively. Dr. Wong has given the annual confirmations of his independence pursuant to Rule 3.13 of the Listing Rules to the Company and the nomination committee of the Company has assessed and is satisfied of the independence of Dr. Wong. Hence, the Board considers that the long services of Dr. Wong would not affect his exercise of independent judgments and therefore considers Dr. Wong to be independent and recommends Dr. Wong to be re-elected.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Dr. Wong that need to be brought to the attention of the shareholders of the Company.

Mr. Wong Shun Loy ("Mr. Wong") aged 52, has been independent non-executive director of the Company since March 2012.

Mr. Wong is Certified Public Accountant (Practising) in Hong Kong and a fellow member of the Hong Kong Institute of Certified Public Accountants. He obtained an Executive Master of Business Administration from Colorado University of Commerce in USA. Mr. Wong has extensive experience in banking, finance and accounting. He is the proprietor of S.L. Wong & Co. and appointed as an independent director of Dazhou City Commercial Bank with effect from July 2015. Mr. Wong is also an executive director of Chengdu Taihe Health Technology Group Inc., Ltd. (formerly known as Chengdu Huasun Group Inc., Ltd, a company whose shares are listed on Shenzhen Stock Exchange). He was an independent director of Nanchong City Commercial Bank from 2006 to April 2015.

Save as disclosed above, Mr. Wong has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wong does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wong has entered into a letter of service with the Company and his term of service is fixed at a term of twelve months which automatically renews for successive twelve-month periods unless terminated by either one party in writing prior to the expiry of the term. His appointment as a director of the Company is also subject to retirement by rotation and re-election in accordance with the Articles of Association and shall then be eligible for re-election at the AGM. The letter of service does not specify the remuneration of Mr. Wong and Mr. Wong is currently entitled to receive a director's remuneration of HK\$12,000 per month, which was approved by the Remuneration Committee with reference to his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration to Mr. Wong is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Wong for the year ended 31 December 2016 were HK\$144,000.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



高富集團控股有限公司
GT GROUP HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 263)

NOTICE IS HEREBY GIVEN that the annual general meeting of GT Group Holdings Limited (the “Company”) will be held at Churchill Room, Level 26, The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 21 June 2017 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2016.
2. To re-elect the following retiring directors of the Company:
 - 2(a). Mr. Suen Yick Lun, Phillip as an executive director of the Company;
 - 2(b). Mr. Feng Taiguo as an executive director of the Company;
 - 2(c). Mr. Chan Ah Fei as an executive director of the Company;
 - 2(d). Dr. Wong Yun Kuen as an independent non-executive director of the Company;
 - 2(e). Mr. Wong Shun Loy as an independent non-executive director of the Company.
3. To authorise the Board to fix the remuneration of the directors of the Company (the “Directors”) for the year ended 31 December 2017.
4. To consider and re-appoint Pan-China (H.K.) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.

To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with any additional shares of

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the Company (“Shares”) and to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of the powers of the Company referred to in that paragraph at any time during or after the end of the Relevant Period;
- (c) the aggregate number of additional Shares which may be allotted, issued or otherwise dealt with by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of Shares pursuant to the exercise of subscription rights or conversion rights attaching to any warrants issued by the Company or any securities which are convertible into Shares; or (iii) an issue of Shares pursuant to the exercise of any options which may be granted under any share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or (iv) any scrip dividend schemes 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 (the “Articles of Association”); or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate number of issued Shares as at the date of passing this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution) and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 or any applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors, to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then

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holdings of Shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange).”

6. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares being subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of issued Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares of the Company as at the date of passing this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution); and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 or any applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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7. “**THAT** conditional upon the passing of the resolutions numbered 5 and 6 above, the aggregate number of issued Shares which are repurchased by the Company pursuant to and in accordance with the resolution numbered 6 shall be added to the aggregate number of Shares that may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to and in accordance with the resolution numbered 5 above.”

By Order of the Board
GT GROUP HOLDINGS LIMITED
Li Dong
Chairman

Hong Kong, 16 May 2017

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is 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 shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting (i.e. not later than 3:00 p.m. (Hong Kong time) on Monday, 19 June 2017) or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
5. For the purpose of determining the member of the Company who are entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 16 June 2017 to Wednesday, 21 June 2017, both days inclusive, during such period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the meeting, all shares transfer documents accompanied by the relevant share certificate must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 15 June 2017 for registration.
6. A form of proxy for use in connection with the meeting is enclosed. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.