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WT GROUP HOLDINGS LIMITED

WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

INSIDE INFORMATION DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER AND RESTORATION OF THE PUBLIC FLOAT

This announcement is made by WT Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rules 17.10(2) and 11.23(7) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 19 November 2019, 24 December 2019 and 23 January 2020 (collectively, the “**Announcements**”) in relation to the public float of the Company. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

The Board was notified by Talent Gain, a controlling Shareholder, that on 9 March 2020, Talent Gain (as vendor) and Excel Jumbo Limited (as purchaser, the “**Purchaser**”) entered into a share purchase agreement (the “**Share Purchase Agreement**”) to sell 10,000,000 Shares beneficially held by Talent Gain (representing 1% of the total number of issued Shares as at the date of this announcement) at a price of HK\$0.165 per Share, for a total consideration of HK\$1,650,000 (the “**Disposal**”).

The Purchaser is a limited liability company incorporated in the British Virgin Islands which is wholly-owned by Mr. Ho Kwan Chuen (“**Mr. Ho**”). The Board was also informed by Talent Gain that the completion of the Disposal took place on 9 March 2020. To the best of the knowledge, information and belief of the Directors, (i) the Purchaser is an investment holding company; and (ii) the Purchaser and Mr. Ho are independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

Immediately before the Disposal, Talent Gain held a total of 648,600,000 Shares, representing 64.86% of the total number of issued Shares. Upon completion of the Disposal, Talent Gain held a total of 638,600,000 Shares, representing 63.86% of the total number of issued Shares as at the date of this announcement and shall remain as a controlling Shareholder.

The Board does not expect the Disposal to have any significant impact on the Group's business operation.

RESTORATION OF THE PUBLIC FLOAT

To the best knowledge, information and belief of the Directors, immediately after the Disposal, the public float of the Company is approximately 25.10%. As such, the public float of the Company has been restored and the Company has fulfilled the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules. To the best knowledge, information and belief of the Directors, the Company's shareholding structure as at the date of this announcement is as follows:

	Number of Shares held	Approximate percentage of the total number of issued Shares of the Company
Shareholders		
Controlling Shareholder:		
Talent Gain (<i>Note</i>)	638,600,000	63.86%
Substantial Shareholder:		
CS Asia	<u>110,410,000</u>	<u>11.04%</u>
Subtotal	749,010,000	74.90%
Public Shareholders	<u>250,990,000</u>	<u>25.10%</u>
Total	<u><u>1,000,000,000</u></u>	<u><u>100%</u></u>

Note: Talent Gain is an investment holding company incorporated in the British Virgin Islands. It is owned as to 34% by Mr. Kung, 33% by Mr. Yip and 33% by Mr. Kam, who are the executive Directors of the Company. Pursuant to a concert party deed dated 18 July 2017, Mr. Kung, Mr. Yip and Mr. Kam are acting in concert with one another and each of them is deemed to exercise or control the exercise of the voting power of Talent Gain at general meetings of the Company, and is therefore deemed to be interested in the Shares which Talent Gain is interested under the Securities and Futures Ordinance.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company.

By order of the Board
WT Group Holdings Limited
Yip Shiu Ching
Chairman and Executive Director

Hong Kong, 9 March 2020

As at the date of this announcement, the Board comprises Mr. Yip Shiu Ching (Chairman), Mr. Kung Cheung Fai Patrick and Mr. Kam Kin Bun as executive Directors; Mr. Leung Chi Hung, Ms. Wong Lai Na and Ms. Yen Kwun Wing as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at www.wtgholdings.com.

This announcement is prepared in English language and translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.