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高富集團控股有限公司

GT GROUP HOLDINGS LIMITED

(formerly known as China Yunnan Tin Minerals Group Company Limited

中國雲錫礦業集團有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 263)

**THE LAPSE OF THE ACQUISITION AGREEMENT
IN RELATION TO VERY SUBSTANTIAL ACQUISITION
AND CONNECTED TRANSACTION IN RELATION TO
THE ACQUISITION OF MEGA MARKS LIMITED**

Reference is made to the announcement of China Yunnan Tin Minerals Group Company Limited (the “**Company**”) dated 12 December 2013 (the “**Acquisition Announcement**”) relating to, among other things, the very substantial acquisition and connected transaction in relation to the acquisition of Mega Marks Limited and the announcement of the Company dated 1 June 2015 (the “**Update Announcement**”). Capitalised terms used herein shall have the same meaning as defined in the aforesaid announcements unless otherwise stated.

As set out in the Acquisition Announcement, a wholly-owned subsidiary of the Company (the “**Purchaser**”) entered into an acquisition agreement on 8 February 2013 (the “**Acquisition Agreement**”) and a supplemental agreement on 26 June 2013 in relation to the acquisition of a group of companies which is principally engaged in, among others, iron mining business in the People’s Republic of China (the “**Acquisition**”).

As set out in the Update Announcement, the Acquisition Agreement would lapse and be of no further effect if the conditions precedent are not fulfilled on or before 4:00 p.m. on 30 June 2015, or such other date as the Purchaser may agree in writing.

As the conditions precedent have not been fulfilled as of 30 June 2015, the Acquisition Agreement has lapsed. Pursuant to the Acquisition Agreement, the Vendor shall refund to the Purchaser the deposit of HK\$300,000,000.

The board considers that the lapse of the Acquisition Agreement has no material adverse impact on the existing operation and financial position of the Company.

By order of the board
GT GROUP HOLDINGS LIMITED
Zhang Guoqing
Chairman

Hong Kong, 30 June 2015

As at the date of this announcement, the Board comprises six executive Directors, namely Dr. Zhang Guoqing (Chairman), Ms. Ng Shin Kwan, Christine, Mr. Lee Jalen, Mr. Chan Ah Fei, Mr. Lee Yuk Fat and Mr. Liang Shan and three Independent Non-executive Directors, namely Dr. Wong Yun Kuen, Mr. Wong Shun Loy and Mr. Hu Chao.