

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

WT GROUP HOLDINGS LIMITED

WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

ANNOUNCEMENT IN RELATION TO PUBLIC FLOAT

The board (the “**Board**”) of directors (the “**Directors**”) of WT Group Holdings Limited (the “**Company**”) has noticed that based on the corporate substantial shareholder notice filed by CS Asia Opportunities Master Fund (“**CS Asia**”) dated 8 January 2019, CS Asia has purchased 3,000,000 shares of the Company (the “**Shares**”), representing 0.3% of the total issued share capital of the Company as at the date of this announcement (the “**Acquisition**”). Immediately after completion of the Acquisition, CS Asia holds 101,150,000 Shares, representing approximately 10.12% of the total issued share capital of the Company as at the date of this announcement.

As CS Asia has become a substantial shareholder (as defined under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) of the Company, the Shares held by it cannot be counted towards the public float of the Company. As such, the public float of the Company is approximately 22.38% as at the date of this announcement, which has fallen below 25% of the total issued share capital of the Company held by the public as prescribed by Rule 11.23(7) of the GEM Listing Rules (the “**Minimum Prescribed Percentage**”).

The shortfall in the Minimum Prescribed Percentage arose from the Acquisition by CS Asia, who is a connected person of the Company only because it is a substantial shareholder of the Company. Saved as the aforesaid and to the best knowledge of the Company, CS Asia is independent of the Company, the Directors, the controlling shareholders of the Company (as defined under the GEM Listing Rules) and their respective associates. CS Asia is neither a Director of the Company nor has any representative on the Board.

To the best knowledge, information and belief of the Directors, as at the date of this announcement, the Company's shareholding structure is as follows:

Shareholder	Number of Shares	Approximate percentage of the total issued share capital of the Company
Controlling shareholder:		
Talent Gain Ventures Limited (“ Talent Gain ”) (<i>Note</i>)	675,000,000	67.50%
Substantial shareholder:		
CS Asia	<u>101,150,000</u>	<u>10.12%</u>
Subtotal	776,150,000	77.62%
Public shareholders	<u>223,850,000</u>	<u>22.38%</u>
Total	<u><u>1,000,000,000</u></u>	<u><u>100%</u></u>

Note: Talent Gain Ventures Limited is an investment holding company incorporated in Cayman Islands. It was owned as to 34% by Mr. Kung Cheung Fai Patrick (“**Mr. Kung**”), 33% by Mr. Yip Shiu Ching (“**Mr. Yip**”) and 33% by Mr. Kam Kin Bun (“**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 SFO.

As at the date of this announcement, the management of the Company is now taking steps to identify feasible measures for the restoration of the public float to an acceptable level. The Company will make further announcement relating to the restoration of public float as and when appropriate.

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

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

Hong Kong, 16 January 2019

As at the date of this announcement, the Board comprises Mr. Yip Shiu Ching (Chairman), Mr. Kung Cheung Fai Patrick, Mr. Kam Kin Bun and Ms. Du Juan as executive Directors; Mr. Leung Chi Hung, Ms. Wong Lai Na and Ms. Hung Siu Woon Pauline 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.