

For the month ended (dd/mm/yyyy):

## Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and Clearing Limited      |  |                                  |   |  |
|---|--|----------------------------------|---|--|
|   | Group Holdings Limited 3/2015              | 1                                |   |  |
| I. Movements in Authorised Share C                | apital                                     |                                  |   |  |
| 1. Ordinary Shares                                |  |                                  |   |  |
| (1) Stock code : <u>8185</u> Des                  | scription:                                 | RM GR                            | OUP   |  |
| Balance at close of preceding month (see remarks) | No. of ordinary<br>shares<br>1,000,000,000 | Par value ( <i>HK</i> \$)        | Authorised share capital (HK\$) 10,000,000.00 |  |
| Increase/(decrease)                               | Nil  |                                  | Nil   |  |
| Balance at close of the month                     | 1,000,000,000                              | 0.01                             | 10,000,000.00                                 |  |
| (2) Stock code : N/A Des                          | scription:                                 | N/A                              | Α   |  |
|   | No. of ordinary<br>shares                  | Par value<br>(State<br>currency) | Authorised share capital (State currency)     |  |
| Balance at close of preceding month               |  |                                  |   |  |
| Increase/(decrease)                               |  |                                  |   |  |
| Balance at close of the month                     |  |                                  |   |  |

28/02/2015

| Stock code :            | N/A        | Descrip | otion:                         | N/A                              | 1   |
|-------------------------|------------|---------|--------------------------------|----------------------------------|---|
|                         |            |         | No. of preference shares       | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of p   | receding 1 | month   |                                |                                  |   |
| Increase/(decrease)     |            |         |                                |                                  |   |
| Balance at close of the | he month   |         |                                |                                  |   |
| 3. Other Classes of S   | Shares     |         |                                |                                  |   |
|                         |            |         | _                              | N/A                              |   |
| Stock code :            | N/A        | Descrip | tion:                          | 14/1                             | <u>\</u>                                  |
| Stock code :            | N/A        | Descrip | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Stock code :            |            |         | No. of other                   | Par value<br>(State              | Authorised share capital                  |
|                         |            |         | No. of other                   | Par value<br>(State              | Authorised share capital                  |

# II. Movements in Issued Share Capital

|                         | No. of ordin | nary shares | No of preference | No. of other classes |
|-------------------------|--------------|-------------|------------------|----------------------|
|                         | (1)          | (2)         | shares           | of shares            |
| Balance at close of     |              |             |                  |                      |
| preceding month         | 515,000,000  | N/A         | N/A              | N/A                  |
| Increase/ (decrease)    |              |             |                  |                      |
| during the month        | Nil          | N/A         | N/A              | <u>N/A</u>           |
| Balance at close of the |              |             |                  |                      |
| month                   | 515,000,000  | N/A         | N/A              | N/A                  |
|                         |              |             |                  |                      |

# III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Share Option              | Schemes of the | 155uC1)       |  |  |   |
|---------------------------|----------------|---------------|--|--|---|
| Movement during the month |                |               |  | No. of new shares of issuer issued during the month pursuant thereto               | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at  |
| Granted                   | Exercised      | Cancelled     | Lapsed                                       |  | close of the<br>month   |
|                           |                |               | •  |  |   |
|                           |                |               |  |  |   |
|                           |                |               |  |  |   |
|                           |                |               |  |  |   |
|                           |                |               |  |  |   |
|                           |                |               |  |  |   |
| Nil                       | Nil            | Nil           | Nil  | Nil  | 26,000,000  |
|                           |                |               |  |  |   |
| Nil                       | Nil            | Nil           | Nil  | Nil  | 5,000,000   |
|                           |                |               |  |  |   |
|                           | Granted        | Movement duri | Granted Exercised Cancelled  Nil Nil Nil Nil | Movement during the month  Granted Exercised Cancelled Lapsed  Nil Nil Nil Nil Nil | Movement during the month  Movement during the month  Granted Exercised Cancelled Lapsed  No. of new shares of issuer issued during the month pursuant thereto  Hereto  Nil Nil Nil Nil Nil Nil |

| Particulars of share<br>option scheme<br>including AGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable |                | Manager desired    | and a second   |             | No. of new shares of issuer issued during the month pursuant thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|--|----------------|--------------------|----------------|-------------|--|---|
|  | C              | Movement durin     |                | T1          |  |   |
| 4  | Granted        | Exercised          | Cancelled      | Lapsed      |  |   |
| 4.   |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                | -                  |                |             |  | -   |
|  |                |                    |                |             |  |   |
| _  |                |                    |                |             |  |   |
| 5.   |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                | -                  |                |             |  | -   |
|  |                |                    |                |             |  |   |
| _  |                |                    |                |             |  |   |
| 6.   |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                |                    |                |             |  |   |
|  |                | _                  |                |             |  |   |
|  |                | Tot                | tal A. (Ordina |             | N/A  |   |
|  |                |                    |                | nce shares) | N/A  |   |
|  |                |                    |                | ther class) | N/A  |   |
| Total funds raised dur   | ring the month | n from exercise of | •              |             |  |   |
| options (HK\$)   |                |                    |                | N/A         |  |   |
|  |                |                    |                |             |  |   |

| Description of warrants (Date of expiry - dd/mm/yyyy)                       | Currency of Nominal value at<br>nominal close of<br>value preceding month | Exercised during the month | Nominal value<br>at close of the<br>month   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|----------------------------|---|--|--|
| 1.N/A   |   |                            |   |  |  |
|   |   |                            |   |  |  |
| Stock code (if listed) Class of shares issuable (Note 1)                    |   |                            |   |  |  |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy)           |   |                            |   |  |  |
| 2.  |   |                            |   |  |  |
| Stock code (if listed) Class of shares issuable (Note 1)                    |   |                            |   |  |  |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  3.       | ( / / )   |                            |   |  |  |
| J.  |   |                            |   |  |  |
|   |   |                            |   |  | <u> </u>   |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price |   |                            |   |  |  |
| EGM approval date (if applicable) (dd/mm/yyyy)                              | ( / / )   |                            |   |  |  |
| 4.  |   |                            |   |  |  |
| Stock code (if listed) Class of shares issuable (Note 1)                    |   |                            |   |  |  |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy)           | ( / / )   |                            |   |  |  |
|   | Tota  | (Prefere                   | nary shares)<br>nce shares)<br>Other class) | N/A<br>N/A<br>N/A  | -<br>-   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted thereto close of the amount of preceding during the Amount at close month Class and description outstanding month month of the month 1. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) N/A (Other class) N/A

#### For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| (other than ander Share Option Senemes)   |  |   |
|---|--|---|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. N/A  |  |   |
|   | 1  |   |
| -   | -  |   |
| -   |  |   |
|   |  |   |
| shares (Note 1)   |  |   |
|   |  |   |
| 2.  |  |   |
|   | 1  |   |
|   |  |   |
|   |  |   |
|   | 1  |   |
| shares (Note 1)   | 1  |   |
| Shares (Note 1)   |  |   |
|   |  |   |
| 3   | 4  |   |
|   |  |   |
|   |  |   |
|   | 1  |   |
| shares (Note 1)   | 1  |   |
| Sildres (Note 1)  |  |   |
|   | 37/  |   |
| Total D. (Ordinary shares)  | N/A  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |
|   |  | •   |
|   |  |   |

|    |               | Issued Share Capital      |   |       |   | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto | No. of<br>new<br>shares of<br>issuer<br>which<br>may be<br>issued<br>pursuant<br>thereto as<br>at close<br>of the |
|----|---------------|---------------------------|---|-------|---|--|---|
|    | Type of Issue |                           |   |       |   |  | month   |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |   |
| 1. | Rights issue  | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |
|    |               |                           |   |       |   | N/A  | N/A   |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |   |
| 2. | Open offer    | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | 27/1   | 27/4  |
|    |               |                           |   |       |   | N/A  | N/A   |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |   |
| 3. | Placing       | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | NY/A   | NY/ A   |
|    |               |                           |   |       |   | N/A  | N/A   |
|    |               |                           | Class of shares issuable (Note 1)       |       |   |  |   |
| 4. | Bonus issue   |                           | Issue and allotment date: (dd/mm/yyyy)  | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |   |
|    |               |                           |   |       |   | <u>N/A</u>   | N/A   |

### For Main Board and GEM listed issuers

|    | Type of Issue               |                       |   |       |   | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto | No. of<br>new<br>shares of<br>issuer<br>which<br>may be<br>issued<br>pursuant<br>thereto as<br>at close<br>of the<br>month |
|----|-----------------------------|-----------------------|---|-------|---|--|--|
|    | Type of issue               |                       |   |       |   |  | month  |
|    |                             |                       | Class of shares issuable (Note 1)       |       |   |  |  |
| 5. | Scrip dividend At price : S | State<br>currency ——— | Issue and allotment date: (dd/mm/yyyy)  | ( / / | ) |  |  |
|    |                             | ·                     | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | N/A  | N/A  |
|    |                             |                       |   |       |   | IVA  | _ IVA  |
|    |                             |                       | Class of shares repurchased (Note 1)    |       |   |  |  |
| 6. | Repurchase of shares        |                       | Cancellation date : (dd/mm/yyyy)        | ( / / | ) |  |  |
|    |                             |                       | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | N/A  | N/A  |
|    |                             |                       |   |       |   |  |  |
|    |                             |                       | Class of shares redeemed (Note 1)       |       |   |  |  |
| 7. | Redemption of shares        |                       | Redemption date : (dd/mm/yyyy)          | ( / / | ) |  |  |
|    |                             |                       | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |  |
|    |                             |                       |   |       |   | N/A  | N/A  |
|    |                             |                       | Class of shares issuable: (Note 1)      |       |   |  |  |
| 8. |                             | State currency ———    | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |  |
|    |                             |                       | SGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |  |
|    |                             |                       | (                                       |       |   | N/A  | N/A  |
|    |                             |                       |   |       |   |  |  |

### For Main Board and GEM listed issuers

|     |  |   |            |           | No. of new                       | No. of       |
|-----|--|---|------------|-----------|----------------------------------|--------------|
|     |  |   |            |           | shares of issuer                 | new          |
|     |  |   |            |           | issued during the month pursuant | issuer       |
|     |  |   |            |           | thereto                          | which        |
|     |  |   |            |           | thereto                          | may be       |
|     |  |   |            |           |                                  | issued       |
|     |  |   |            |           |                                  | pursuant     |
|     |  |   |            |           |                                  | thereto as   |
|     |  |   |            |           |                                  | at close     |
|     |  |   |            |           |                                  | of the       |
|     | Type of Issue  |   |            |           |                                  | month        |
|     |  | Class of shares issua                   | ble        |           |                                  |              |
|     |  | (Note 1)                                |            |           |                                  |              |
| 9.  | Capital reorganisation                                   | Issue and allotment date : (dd/mm/yyyy) | ( /        | / )       |                                  |              |
|     |  | EGM approval date:                      | ( /        | / )       |                                  |              |
|     |  | (dd/mm/yyyy)                            |            |           | N/A                              | N/A          |
|     |  |   |            |           |                                  |              |
|     |  | Class of shares issua (Note 1)          | ble        |           |                                  |              |
| 10. | Other (Please specify) At price : State currency         | Issue and allotment date : (dd/mm/yyyy) | ( /        | / )       |                                  |              |
|     |  | EGM approval date: (dd/mm/yyyy)         | ( /        | / )       | N/A                              | . <u>N/A</u> |
|     |  | Total E.                                | (Ordina    | ary share | es) N/A                          |              |
|     |  |   | (Preferen  |           | es) N/A                          |              |
|     |  |   |            |           |                                  |              |
| То  | otal increase / (decrease) in ordinary shares during the | e month (i.e. Total of A                | to E):     | (         | (1) N/A                          | <b>L</b>     |
|     |  |   |            | (         | (2) N/A                          | <b>L</b>     |
| То  | otal increase / (decrease) in preference shares during   | the month (i.e. Total of                | A to E):   |           | N/A                              | <b>\</b>     |
| To  | otal increase / (decrease) in other classes of shares du | ring the month (i.e. Tot                | al of A to | E):       | N/A                              |              |
| (T  | hese figures should be the same as the relevant figur    | es under II above ("Mo                  | ovements i | in Issued | d Share Capital").)              |              |

| Remark:   |
|---|
| N/A   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
| Submitted by: Mak Mei Kuen  |
| Title: Company Secretary (Director, Secretary or other duly authorised officer) |
|   |
| Notes:  |

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.