

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 October 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Grand T G Gold Holdings Limited (the "Company")

Date Submitted 04/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8299 Description : Ordinary Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>2,666,666,666¹</u>	<u>HK\$0.06¹</u>	<u>HK\$160,000,000</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>2,666,666,666¹</u>	<u>HK\$0.06¹</u>	<u>HK\$160,000,000</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code : <u> N/A </u> Description : <u> N/A </u>			
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : <u> N/A </u> Description : <u> N/A </u>			
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month
(*State currency*) :

HK\$160,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,496,782,160</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,496,782,160</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				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
	Granted	Exercised	Cancelled	Lapsed		
1. Share option exercisable at HK\$1.71 ² (4/3/2009) Ordinary shares (Note 1)	-	-	-	-	-	4,519,296 ²
2. N/A (/ /) shares (Note 1)						
3. N/A (/ /) shares (Note 1)						
			Total A. (Ordinary shares)	0		
			(Preference shares)	N/A		
			(Other class)	N/A		
Total funds raised during the month from exercise of options (State currency)			Nil			

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	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						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. N/A						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. N/A						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. N/A						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
				Total B.	(Ordinary shares) <u>N/A</u>	
					(Preference shares) <u>N/A</u>	
					(Other class) <u>N/A</u>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	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. Convertible bonds ³ in the principal amount of HK\$30,095,357 and a repayment term of 5 years from the date of issue, i.e. 17/7/2017	HKD	30,095,357	-	30,095,357	-	100,317,856 ⁵
Stock code (if listed)						
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.3 per share ⁴					
EGM approval date (if applicable) (dd/mm/yyyy)	(10/07/2017)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
			Total C. (Ordinary shares)	0		
			(Preference shares)	N/A		
			(Other class)	N/A		

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

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. _____ _____ _____ (/ /) shares (Note 1)	-	-
2. _____ _____ _____ (/ /) shares (Note 1)	-	-
3. _____ _____ _____ (/ /) shares (Note 1)	-	-
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				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. Rights issue	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) (/ /) EGM approval date: (dd/mm/yyyy)	N/A	N/A
2. Open offer	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) (/ /) EGM approval date: (dd/mm/yyyy)	N/A	N/A
3. Placing	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) (/ /) EGM approval date: (dd/mm/yyyy)	N/A	N/A
4. Bonus issue			Class of shares issuable (Note 1) _____	N/A	N/A

Type of Issue		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
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	

5. Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) _____		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	
				N/A
6. Repurchase of shares		Class of shares repurchased (Note 1) _____		
		Cancellation date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)		
				N/A

Type of Issue				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
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ (/ /) Redemption date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ (/ /) Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	N/A	N/A
9.	Capital reorganisation		Class of shares issuable (Note 1) _____ (/ /) Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	N/A	N/A
10.	Other (Please specify)	At price : State currency <u>HK\$</u>	Class of shares issuable (Note 1) <u>Ordinary</u> Issue and allotment date: (dd/mm/yyyy) (. / .) EGM approval date: (dd/mm/yyyy) ((. / .)	N/A	N/A

Type of Issue	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
	Total E. (Ordinary shares) <u>N/A</u>	
	(Preference shares) <u>N/A</u>	
	(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>N/A</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

IV. Confirmations

<p>We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:</p> <p><i>(Note 2)</i></p> <p>(i) all money due to the listed issuer in respect of the issue of securities has been received by it;</p> <p>(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;</p> <p>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</p> <p>(iv) all the securities of each class are in all respects identical <i>(Note 3)</i>;</p> <p>(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;</p> <p>(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;</p> <p>(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and</p> <p>(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.</p>

Remarks (if any):

1. Share consolidation ("**Share Consolidation**") on the basis that every fifteen (15) issued and unissued existing shares of par value of HK\$0.004 each in the share capital of the Company were consolidated into one (1) consolidated share of par value of HK\$0.06 each (the "**Consolidated Share(s)**") on 6 March 2019.
2. As a result of the Share Consolidation, the number of Consolidated Shares falling to be issued upon exercise of the outstanding share options was adjusted to 4,519,296 Consolidated Shares and the exercise price per Consolidated Share was adjusted to HK\$1.71.
3. On 10 April 2017, a convertible bonds subscription agreement was entered into between the Company as the issuer and J. Thomson Asset Investment Limited (the "**Third Subscriber**") as the subscriber in relation to the issue of the unlisted convertible bonds in an aggregate principal amount of HK\$30,095,357.00 (the "**Convertible Bonds**") by the Company to the Third Subscriber, which consideration will be satisfied by way of capitalising and set off against the debts due by the Company to the Third Subscriber to the extent of HK\$30,095,357.00. The Convertible Bonds are convertible into new Shares at an initial conversion price of HK\$0.02 per new Share. The issue of Convertible Bonds was completed on 17 July 2017. For details, please refer to the circular of the Company dated 21 June 2017.
4. As a result of the Share Consolidation, the conversion price of the Convertible Bonds was adjusted to HK\$0.3 per Consolidated Share.
5. As a result of the Share Consolidation, the number of shares which fall to be issued upon full conversion of the outstanding Convertible Bonds was adjusted to a maximum of 100,317,856 Consolidated Shares.

Submitted by: Li Dahong

Title: Executive Director
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *"Identical" means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*