



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 April 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Grand T G Gold Holdings Limited (Incorporated in the Cayman Islands with limited liability)

Date Submitted: 03 May 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	08299	Description	Grand T G Gold			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		2,666,666,666	HKD	0.06	HKD	159,999,999.96
Increase / decrease (-)					HKD	
Balance at close of the month		160,000,000,000	HKD	0.001	HKD	159,999,999.96

Total authorised/registered share capital at the end of the month: HKD 159,999,999.96

Remarks:

Capital reorganisation

Upon the Capital Reorganisation becoming effective on 8 April 2022, the par value of each of the 1,496,782,160 issued Existing Shares is reduced from HK\$0.06 to HK\$0.001 per issued Existing Share by cancelling the paid up share capital to the extent of HK\$0.059 per issued Existing Share by way of a reduction of capital, to form 1,496,782,160 Adjusted Shares with par value of HK\$0.001 each.

Immediately following the Capital Reduction, Share Sub-division had taken place and each of the authorised but unissued shares of the Company of HK\$0.06 each is subdivided into sixty (60) authorised but unissued Adjusted Shares of HK\$0.001. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular ("Circular") dated 26 January 2022. Please refer to the Circular and announcement dated 8 April 2022 for further details on the Capital Reorganisation.

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08299	Description	Grand T G Gold			
Balance at close of preceding month		1,496,782,160				
Increase / decrease (-)		0				
Balance at close of the month		1,496,782,160				

Remarks:

Capital reorganisation

Upon the Capital Reorganisation becoming effective on 8 April 2022, the par value of each of the 1,496,782,160 issued Existing Shares is reduced from HK\$0.06 to HK\$0.001 per issued Existing Share by cancelling the paid up share capital to the extent of HK\$0.059 per issued Existing Share by way of a reduction of capital, to form 1,496,782,160 Adjusted Shares with par value of HK \$0.001 each.

Immediately following the Capital Reduction, Share Sub-division had taken place and each of the authorised but unissued shares of the Company of HK\$0.06 each is subdivided into sixty (60) authorised but unissued Adjusted Shares of HK\$0.001. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular ("Circular") dated 26 January 2022. Please refer to the Circular and announcement dated 8 April 2022 for further details on the Capital Reorganisation.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08299					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). share option scheme in 2021	0		0	0	0	0	149,678,216
General Meeting approval date (if applicable)	27 September 2021						

Total A (Ordinary shares): 0

Total funds raised during the month from exercise of options: HKD 0

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

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

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		08299				
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bond	HKD	30,095,356.8		30,095,356.8		100,317,856
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	0.3				
General Meeting approval date (if applicable)	10 July 2017					

Total C (Ordinary shares): _____

Remarks:

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. 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. As a result of the Share Consolidation, the conversion price of the Convertible Bonds was adjusted to HK\$0.3 per Consolidated Share. 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.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		08299				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Capital reorganisation				28 February 2022	0	0

Total E (Ordinary shares): _____ 0

Remarks:

Capital reorganisation

Upon the Capital Reorganisation becoming effective on 8 April 2022, the par value of each of the 1,496,782,160 issued Existing Shares is reduced from HK\$0.06 to HK\$0.001 per issued Existing Share by cancelling the paid up share capital to the extent of HK\$0.059 per issued Existing Share by way of a reduction of capital, to form 1,496,782,160 Adjusted Shares with par value of HK\$0.001 each.

Immediately following the Capital Reduction, Share Sub-division had taken place and each of the authorised but unissued shares of the Company of HK\$0.06 each is subdivided into sixty (60) authorised but unissued Adjusted Shares of HK\$0.001. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular ("Circular") dated 26 January 2022. Please refer to the Circular and announcement dated 8 April 2022 for further details on the Capital Reorganisation.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (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;
- (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;
- (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
- (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.

Submitted by: Dr. Li Dahong

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM 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 submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"