



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Lerthai Group Limited

Date Submitted 06/11/2019

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>00112</u> Description : <u>-</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
(2) Stock code : <u>-</u> Description : <u>-</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
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 : _____ - _____	Description : _____ - _____		
	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 : _____ - _____	Description : _____ - _____		
	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*) :

N/A

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## 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	<b>767,654,861</b>	-	-	-
Increase/ (decrease) during the month	-	-	-	-
Balance at close of the month	<b>767,654,861</b>	-	-	-

## 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		
<u>1. Share option scheme adopted on 22 August 2014</u> <u>Exercise price:</u> <u>HK\$4.11 per share</u> <u>Date of Grant</u> <u>(16/05/2016)</u> <u>Ordinary shares</u>	-	-	-	-	-	33,876,590
<u>2.</u>						
<u>( / / )</u> shares						
<u>3.</u>						
<u>( / / )</u> shares						
	Total A. (Ordinary shares)				<u>0</u>	
	(Preference shares)				<u>N/A</u>	
	(Other class)				<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)					<u>N/A</u>	

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. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
Total B. (Ordinary shares) _____ -						
(Preference shares) _____ -						
(Other class) _____ -						

## 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. <u>Convertible Notes in the</u> <u>principal amount of</u> <u>HK\$450,000,000 due 2020</u> <u>(Remark 1)</u>	HK\$	370,000,000	-	370,000,000	-	30,000,000
Stock code (if listed)	-					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$3.90					
AGM approval date (if applicable) (dd/mm/yyyy)	(29/6/2016)					
2. <u>Convertible Securities in the</u> <u>Principal amount of</u> <u>HK\$4,000,000,000</u> <u>(Remark 2)</u>	HK\$	2,070,000,000	-	2,070,000,000	-	460,000,000
Stock code (if listed)						
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$4.50					
EGM approval date (if applicable) (dd/mm/yyyy)	( 17 / 04 / 2018 )					
3.						
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)	( / / )					
				Total C. (Ordinary shares)	N/A	
				(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 AGM 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 ( <i>Note 1</i> )		
2. _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
3. _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
_____ _____ _____ _____ Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class)		

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)		
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)		
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)		
4. Bonus issue			Class of shares issuable _____ (Note 1) Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		

				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	
Type of Issue						
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)	_____	_____
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
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)	_____	_____



For Main Board and GEM listed issuers

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 thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
10. Other (Please specify)	At price : _____ State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
Total E. (Ordinary shares)		-	-
(Preference shares)		-	-
(Other class)		-	-

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

Remarks (if any):

1. On 22 January 2017, the Company as issuer, Mr. Yang Longfei as guarantor and the Fantastic Stargaze Limited as subscriber (the "Subscriber") entered into a subscription agreement pursuant to which the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the notes, in the principal amount of HK\$450,000,000. Mr. Yang Longfei has agreed to give the representations, warranties, undertakings and indemnities contained in the subscription agreement in favour of the Subscriber. A maximum of 30,000,000 conversion shares will be allotted and issued upon fully exercise of the conversion rights attached to the notes. The conversion price is initially HK\$3.90 per conversion share, subject to adjustment. The conversion shares were allotted and issued pursuant to the general mandate granted to the Directors by the shareholders, by an ordinary resolution at the Company's annual general meeting held on 29 June 2016, to allot and issue new shares. For details, please refer to the Company's announcement dated 22 January 2017. The outstanding principal amount as at the date of this return is HK\$370,000,000

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2. On 20 March 2018, Lerthai Global Commercial Real Estate Fund SPC and Mr. Yang Longfei (as the Vender) entered into the conditional sale and purchase agreement in relation to the acquisition of the entire issued share capital of Lerthai International and Greatpro at the aggregate consideration of HK\$4,500 million (subject to the Current Account Adjustment). The transaction was completed on 20 April 2018 and as a result of the Current Account Adjustment, an aggregate principal amount of HK\$4,000 million of the Convertible Securities have been issued to the Vendor upon Completion being settlement in full by the Company of the Consideration payable under the Agreement. Assuming the conversion rights attaching to the Convertible Securities are exercised in full at the initial Conversion Price of HK\$4.5 per Conversion Share, a maximum of 888,888,888 new Shares will be issued upon conversion of the Convertible Securities.

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Submitted by: Wong Shui Yeung

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

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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.*