

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/	yyyy):	31/0//2020		
To: Hong Kong Exchanges and	Clearing	g Limited		
Name of Issuer	Lerthai	Group Limited		
Date Submitted	03/08/20	20		
I. Movements in Authorised Sha	ıre Capit	al		
1. Ordinary Shares				
(1) Stock code : <u>00112</u>	Descrip	tion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	onth	N/A	N/A	N/A
Increase/(decrease)	-	-		
Balance at close of the month	-	N/A	N/A	N/A
(2) Stock code :	Descrip	tion:	-	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding me	onth _	<u>-</u>		<u>. </u>
Increase/(decrease)	-			
Balance at close of the month	-	-		

Stock code : Descri	iption:	-	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			<u> </u>
Increase/(decrease)			
Balance at close of the month		<u> </u>	-
3. Other Classes of Shares Stock code: - Descri	iption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			<u>-</u>
Increase/(decrease)	<u>-</u>		
Balance at close of the month			-
Total authorised share capital at the end	d of the month (State		N/A

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,072,099,304	-		<u>-</u>
Increase/ (decrease) during the month		-	_ 	
Balance at close of the month	1,072,099,304	-	-	

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share	•					No. of new shares of
option scheme						issuer which may be
including EGM					the month pursuant	issued pursuant
approval date		Movement duri	ng the month		thereto	thereto as at close of
(dd/mm/yyyy) and class	Consulta d	Eii	C11-4	T		the month
of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme adopted on 22						
August 2014						
Exercise price:						
HK\$4.11 per share						
Date of Grant						
Date of Grant						
(16/05/2016)						
Ordinary shares						33,876,590
						33,670,370
2.						
<u> 2.</u>						
(/ /)						
shares						
3.						
(/ /)						
shares						
				-		
		To	otal A. (Ordin	ary shares)	0	
		10		nce shares)	N/A	
			·	Other class)	N/A	
Total funds raised during th	ha manth fra	m avaraisa of an	•	7 (1101 Class)	1 1/ 1 1	
Total funds raised during the (State currency)	ne month ifoi	in exercise or opt	TOUS	N/A		
(State currency)				1 N / /A		

Warrants to Issue Shares of the I Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	during the	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 (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.	(
(/ /) Stock code (if listed) Class of shares		-			
issuable (<i>Note 1</i>) Subscription price		- -			
EGM approval date (if applicable) (dd/mm/yyyy)					
4.		•			
					<u>-</u>
Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_			
	Tota	(Prefere	nary shares) ence shares)	-	_
		(Other class)	-	=

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 which issuer issued during the may be issued month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. Convertible Notes in the principal amount of HK\$450,000,000 due 2020 370,000,000 (Remark 1) 30,000,000 HK\$ 370,000,000 Stock code (if listed) Class of shares issuable (Note 1) **Ordinary Shares** Subscription price HK\$3.90 AGM approval date (if applicable) (29/6/2016) (dd/mm/yyyy)) 2. Convertible Securities in the Principal amount of HK\$4,000,000,000 (Remark 2) 700,000,000 700,000,000 HK\$ 155,555,555 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) 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) N/A (Preference shares) N/A N/A (Other class)

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 (Note 1)		
Shares (Note 1)		
2.		
shares (Note 1)		
Shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

	ier wovements ii	i Issued Share Capital				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						
			Class of shares issuable (Note 1)				
1.	Rights issue	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)	,	
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					,		
			Class of shares issuable (Note 1)		_		
2.	Open offer	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	()		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
							_
			Class of shares issuable (Note 1)				
3.	Placing	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
4.	Borus issue		Issue and allotment date: (dd/mm/yyyy)	(/ /)		
/			EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

	Type of Issue		TOT IVI	ani D	No. of new shares of issuer issued during the month pursuant thereto	No. of new
	Type of issue					/
5.	Scrip dividend At State price: curre	issue and anothern date.	(/ /		/	
	P	EGM approval date: (dd/mm/yyyy)	(/ /)		
					/	
		Class of shares repurchased (<i>Note 1</i>)	-			
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	()		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares redeemed (Note 1)				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /			
		EGM approval date: (dd/mm/yyyy)	(/ /)		_
		Class of shares issuable (Note 1)				
8.	Consideration At State price : curre		(/ /			
		EGM approval date: (dd/mm/yyyy)	(/ /)		
/						

N/A

N/A

		For Main E	Board and GEM II	
	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
	Type of Issue			
		Class of shares issuable(Note 1)	_	
9.	Capital reorganisation	Issue and allotment date : (/ /) (dd/mm/yyyy)		
		EGM approval date: (//) (dd/mm/yyyy)		
		Class of shares issuable(Note 1)		
10.	Other At State (Please specify) price: currency	Issue and allotment date : (/ /) (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		
		Total E. (Ordinary share (Preference share (Other cla	es) -	
		·		
Tota	al increase / (decrease) in ordinary shares during	g the month (i.e. Total of A to E):	(1) N	J/A
			(2) N	J/A

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks ((if	anv	١٠
ixcilial ks (11	ally,	١.

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

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.
Sub	omitted by: Wong Shui Yeung
Titl	e: 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.