# HKEX 香港交易所

## Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy) : 31/10/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	MS Group Holdings Limited (Incorporated in the Cayman Islands with limited liability)			
Date Submitted	04/11/2020			

I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>1451</u> Descrip	otion :	Ordinary S	Shares
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding month	3,800,000,000	0.10	380,000,000
Increase/(decrease)	Nil	-	Nil
Balance at close of the month	3,800,000,000	0.10	380,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N/A Par value (State currency)	
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	Par value (State currency)	Authorised share capital
	No. of ordinary shares	Par value (State currency)	Authorised share capital

## 2. Preference Shares

Stock code : _	ode : <u>N/A</u> Description : <u>N/A</u>				Α		
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close o	of precedir	ng month					
Increase/(decreas	e)	_					
Balance at close o	of the mon	ith					

## 3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	N/A	<u>.</u>
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close c	of precedin	ng month			
Increase/(decreas	e)	_		-	
Balance at close c	of the mon	th _			

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

HK\$380,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference			
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	200,000,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A		
Balance at close of the month	200,000,000	<u> </u>	N/A	N/A		

Share Options (unde	er Share Opt	tion Schemes c	of the Issuer)			
Particulars of share option scheme					No. of new shares of issuer issued during the month pursuant	issuer which may be issued pursuant
including EGM	ſ	Movement durii	ng the month		thereto	thereto as at close of
approval date					-	the month
(dd/mm/yyyy) and						
class of shares issuable	Crontod	Evereiged	Concelled	Longod		
	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option Scheme						
adopted on						
15 May 2018						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
<u>2. N/A</u>						
( / / ) 						
(Note 1)						
<u>3. N/A</u>						
shares						
(Note 1)						
		Tota	IA. (Ordina	ry shares)	Nil	
			(Preferenc		N/A	
				her class)	N/A	
Total funds raised du	iring the mo	nth from exerci				
of options (State cur				Nil		
	• •					

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	e Issuer which	are to be Lister	b			
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
<u>1. N/A</u>						
	. <u> </u>	. <u></u>				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price			_			
	( / /	)	_			
<u>2. N/A</u>						
( / / )						
Stock code (if listed)						
Class of shares						
Subscription price			_			
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
3. N/A	•	L L	_			
Stock code (if listed) Class of shares issuable (Note 1)			_			
Subscription price			_			
EGM approval date			_			
(if applicable)		,				
	( / /	)	-			
<u>4. N/A</u>						
Stock code (if listed)			_			
Class of shares						
issuable (Note 1)			_			
Subscription price			-			
(if applicable)						
(dd/mm/yyyy)	( / /	)	_			
		Total	B (Ordina	ny charac)	N1/A	
		TOTAL	``	ary shares) ce shares)	N/A N/A	-
				ther class)		-
						_

Convertibles (i.e. Convertible	e into Shares of th	e Issuer whic	h are to be Liste	ed)		
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
<u>1. N/A</u>						
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) <u>3. N/A</u>	(//) 					
Stock code (if listed) Class of shares						
issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) <u>4. N/A</u>	(//) 					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				N/2	
				ary shares) ce shares) ther class)	N/A N/A 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. <u>N/A</u>	_	
	_	
	_	
shares (Note 1)	-	
2. <u>N/A</u>		
	_	
	_	
shares (Note 1)	-	
3. <u>N/A</u>		
	_	
	_	
shares (Note 1)	-	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)	N/A	

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

	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
			Class of shares repurchased (Note 1)	N/	A		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
	3114163		EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares redeemed (Note 1)	N/	A		
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)	N/	A		
8.	Consideration issue	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
	10000	canonay	EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable (Note 1)	N/	A		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable (Note 1)	N/	A		
10.	Other (Please specify)	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy) EGM approval date:	( / /	)		
			(dd/mm/yyyy)	( / /	)	N/A	N/A
			Total   (Prefe		Ordinar shares shares	) <u>N/A</u>	
					er class		-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(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	N/A	
(These figures should be the same as the relevant figures under II above ("Movements Capital").	in Iss	ued Share

#### IV. 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 which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized 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.

Remarks (if any):			
Submitted by:	Ko Kam On		
Title: (Director, Se	<u>Company Secretary</u> cretary or other duly authorised offic	er)	

#### 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 13.25A 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.