

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

30/11/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Date Submitted SG Group Holdings Limited 03/12/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>1657</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding month	200,000,000	0.01	2,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	2,000,000	0.01	2,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	N
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	Par value	Authorised share capital
(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 : _	N/A	Descript	ion :	N/A	۱ <u>ــــــــــــــــــــــــــــــــــــ</u>
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	of precedi	ng month			
Increase/(decreas	se)	_			
Balance at close o	of the mor	nth _			

3. Other Classes of Shares

Stock code :	: N/A Description :		ion :	N/A	\
			No. of other classes of 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	th _			

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

HK\$2,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	32,000,000	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	32,000,000	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opti	ion Schemes o	f the Issuer)			
Particulars of					No. of new shares of	No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	N	Novement durin	na the month		thereto	thereto as at close of
approval date			3		-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
shares						
(Note 1)						
0 NI/A						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
shares						
(Note 1)						
		Total	IA. (Ordina	ry shares)	N/A	
			(Preferenc	ce shares)	N/A	
			(Ot	ther class)	N/A	
Total funds raised c	luring the mor	hth from exercis	se			
of options (State cu				N/A		
) /		-			

Warrants to Issue Shares of the	e Issuer which	are to be Liste	ed			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal valu at close of preceding month	e 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>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
			·			
(/ /) Stock code (if listed)						
Stock code (if listed) Class of shares						
iccuchla (Nata 1)						
Subscription price						
EGM approval date						
(if applicable)	())	`				
(dd/mm/yyyy) 3. N/A	(/ /)				
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
<u>4</u> . N/A	,					
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Tota	IR (Ordina	any charge)	N/A	
		TOLA		ary shares) ce shares)	N/A N/A	-
			•	ther class)		-
			,0			-

Convertibles (i.e. Convertible	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
1. N/A	_					
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy))	(/ /)					
<u>2</u> . 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						
	_					
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 EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
		-	Total C. (Ordina			-
				ce shares) ther class)		-
			(0			-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
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>		
		·
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
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
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	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)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	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
				Class of shares				
			Ctoto	issuable (Note 1)	(/ /)		
3.	Placing	At price :	State currency	lssue and allotment date : (dd/mm/yyyy))		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u> N/A</u>	<u> </u>
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		N//A
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	N/A
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>

Type of Iss	sue					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 redeemed <i>(Note 1)</i>				
7. Redempti shares	on of		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
			Class of shares issuable (Note 1)				
8. Considera issue	ation At price :	State currency	lssue 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)				
9. Capital reorganisa	ation		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)				
10. Other (Please s	pecify) At price :	State currency	 Issue and allotment date : (dd/mm/yyyy) 	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Total	sh	dinar nares) N/A	
			(Pref	erence sh (Other o	nares) N/A	-

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 E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued 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.

Submitted by: Choi King Ting Charles
Title: <u>Executive Director</u> (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 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.