



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 Lerthai Group Limited

Date Submitted 04/12/2020

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

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 | 1,072,099,304 | - | - | - |
| 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 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> Ordinary shares | - | - | - | - | - | 33,876,590 |
| <u>2.</u> <u>(/ /)</u> shares | | | | | | |
| <u>3.</u> <u>(/ /)</u> shares | | | | | | |
| | Total A. (Ordinary shares) | | | | 0 | |
| | (Preference shares) | | | | N/A | |
| | (Other class) | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | N/A | | | | | |

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. Convertible Notes in the principal amount of HK\$450,000,000 due 2020 <i>(Remark 1)</i> | HK\$ | 370,000,000 | - | 370,000,000 | - | 30,000,000 |
| Stock code (if listed) | - | | | | | |
| Class of shares issuable <i>(Note 1)</i> | Ordinary Shares | | | | | |
| Subscription price | HK\$3.90 | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy) | (29/6/2016) | | | | | |
| 2. Convertible Securities in the Principal amount of HK\$4,000,000,000 <i>(Remark 2)</i> | HK\$ | 700,000,000 | - | 700,000,000 | - | 155,555,555 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable <i>(Note 1)</i> | 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 <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 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 _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | |
| 2. Open offer | 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) | |
| 3. Placing | 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) | |
| 4. Bonus issue | | | | Class of shares issuable _____ <i>(Note 1)</i> 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 pursuant thereto as at close of the month |
|----------------------------|---|--|---|
| 9. Capital reorganisation | <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p> | _____ | _____ |
| 10. Other (Please specify) | <p>At State price : currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p> | _____ | _____ |
| | | 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

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.

Submitted by: Wong Shui Yeung

Title: 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.*