HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	MS Group Holdings Limited (Incorporated in the Cayman Islands with limited liability)			
Date Submitted	07/04/2021			

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 : _	de : <u>N/A</u> Description :			N/A			
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of	of precedii	ng month _		<u> </u>			
Increase/(decreas	se)	-		-			
Balance at close o	of the mor	nth _					

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 o	f precedir	ng month			
Increase/(decrease	e)	_		-	
Balance at close o	f 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 (1) (2)		No of preference shares	No. of other classes of shares
Balance at close of preceding month	200,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	<u>N/A</u>	N/A	N/A
Balance at close of the month	200,000,000	<u>N/A</u>	N/A	N/A

Share Options (und	er Share Opt	tion Schemes o	of the Issuer)			
Particulars of share option scheme					issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
including EGM	I	Movement duri	ng the month		thereto	thereto as at close of
approval date (dd/mm/yyyy) and						the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option Scheme						
adopted on						
15 May 2018						
Ordinary	Nil	Nil	Nil	Nil	Nil	Nil
shares				INII		INII
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
<u>3. N/A</u>						
·						
shares						
(Note 1)		-			N 1''	
		Iota	IA. (Ordinal		Nil	
			(Preferenc		N/A	
			•	her class)	N/A	
Total funds raised d		nth from exerci	se			
of options (State cu	rrency)			Nil		

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	e Issuer which	are to be Liste	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>						
Subscription price			_			
	(/ /)	_			
<u>2. N/A</u>						
(/ /)	. <u></u>					
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			_			
(if applicable)						
	(/ /)	_			
<u>4. N/A</u>						
				<u> </u>		
(/ /) Stock code (if listed)						
Stock code (if listed) Class of shares			_			
issuable (Note 1)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
	(/ /]	_			
		Total	B. (Ordina	ary shares)	N/A	
				ce shares)	N/A	_
			(O	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whicl	n 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)) 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 <i>(Note 1)</i> 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)	(/ /)	т	otal C. (Ordina		N/A	_
				ce shares) ther class)	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)

	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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.	N/A		
-			
-			
-	shares (Note 1)		
2.	N/A		
-			
-	(/ /)		
-	shares (Note 1)		
3.	N/A		
-			
-			
-	shares (Note 1)		
-			· · · · · · · · · · · · · · · · · · ·
-	Total D. (Ordinary shares)	N/A	
-			
		IN/ <i>F</i> A	
-	(Preference shares) (Other class)	N/A N/A	

Class of shares N/A 1. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) N/A N/A 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares issuable (Note 1) N/A N/A 5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 6. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 6. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 6. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 7. Scrip d		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
1. Rights issue At price : currency date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A N/A 2. Open offer At price : State Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A 2. Open offer At price : State Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A 3. Placing At price : State currency Elass of shares issuable (Note 1) N/A N/A 3. Placing At price : State currency Elass of shares issuable (Note 1) N/A N/A 4. Bonus issue Class of shares issuable (Note 1) N/A N/A N/A 5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) N/A 5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) N/A 6. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 6. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 6. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (N/A			
(dd/mm/yyyy) (///) N/A N/A 2. Open offer At price : State Issue and allotment N/A 1 Issue and allotment Issue and allotment N/A 2. Open offer At price : State Issue and allotment N/A 3. Placing At price : State Class of shares N/A 3. Placing At price : State Issue and allotment N/A 4. Bonus issue Class of shares N/A Issue and allotment (d/mm/yyyy) (///) 4. Bonus issue Class of shares N/A Issue and allotment (d/mm/yyyy) (///) Issue and allotment (d/mm	1.	Rights issue		(/ /)		
2. Open offer At price : State currency lissuable (<i>Note</i> 1)				(/ /)	N/A	N/A
 2. Open olief Al price : currency date : (dd/mm/yyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) 3. Placing At price : State currency lisue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares issuable (Note 1)				 N/A			
(dd/mm/yyy) (/ / /) N/A N/A State Issue and allotment (dd/mm/yyyy) N/A N/A Issue and allotment date: (dd/mm/yyyy) (/ / /) N/A N/A N/A N/A N/A N/A Scrip dividend At price : State currency Issue and allotment date: (dd/mm/yyyy) N/A Issue and allotment date: (dd/mm/yyyy) / /) E	2.	Open offer		(/ /)		
3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) Bonus issue EGM approval date: (/ /) N/A N/A A. Bonus issue Class of shares issuable (Note 1) N/A N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A EGM approval date: (dd/mm/yyyy) (/ /) N/A N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A S. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) EGM approval date: (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /)				(/ /)	N/A	N/A
3. Placing At price : currency date : (dd/mm/yyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A N/A (d/mm/yyyy) N/A N/A 4. Bonus issue Class of shares issuable (Note 1) N/A Issue and allotment date : (dd/mm/yyyy) (/ /) N/A EGM approval date: (dd/mm/yyyy) (/ /) N/A Scrip dividend At price : State currency Class of shares issuable (Note 1) State : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) N/A Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)				N/A			
(dd/mm/yyyy) (/ / /) (dd/mm/yyyy) N/A N/A N/A N/A N/A A. Bonus issue Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A N/A S. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	3.	Placing		(/ /)		
4. Bonus issue Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) S. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy)				(/ /)	N/A	N/A
 date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A N/A N/A N/A Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) 				 N/A			
(dd/mm/yyyy) (/ / /) N/A N/A N/A N/A S. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	4.	Bonus issue		(/ /)		
5. Scrip dividend At price : State currency — Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)				(/ /)	N/A	N/A
5. Scrip dividend At price : currency — date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)				N/A			
(dd/mm/yyyy) (/ /)	5.	Scrip dividend		(/ /)		
				(/ /)	<u>N/A</u>	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 repurchased (Note 1)	N/	/A		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /	·)		
	Shares		EGM approval date: (dd/mm/yyyy)	(/ /		N/A	N/A
			Class of shares redeemed (Note 1)	N/	Ά		
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 ———	lssue and allotment date : (dd/mm/yyyy)	(/ /	′)		
	10000	carrency	EGM approval date: (dd/mm/yyyy)	(/ /	′)		
						<u>N/A</u>	N/A
			Class of shares issuable (Note 1)	N/	Ά		
9.	Capital reorganisation		lssue 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	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /	/)		
	(Please specify)	-	EGM approval date: (dd/mm/yyyy)	(/ /		N/A	N/A
			Total I (Prefe	erence	Ordinar shares shares er class	y 5) <u>N/A</u> 5) <u>N/A</u>	

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	o E):	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, Sec	Company Secretary cretary 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.