

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/06/2021</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Lerthai Group Limited (In Liquidation)

Date Submitted

02/07/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00112</u> Descri	ption :	_	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)			
Balance at close of the month	N/A	N/A	N/A
(2) Stock code :Descri	ption :		
	No. of ordinary 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			

2. Preference Shares

Stock code : Descr	cription :						
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month							
Increase/(decrease)							
Balance at close of the month							

3. Other Classes of Shares

Stock code : Descrip	ption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month	<u>-</u>		

Total authorised share capital at the end of the month *(State currency)* : 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	-				
Increase/ (decrease) during the month						
Balance at close of the month	1,072,099,304			<u> </u>		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme				of issuer issued during the month	No. of new shares of issuer which may be issued pursuant	
including EGM approval date [—]		Movement du	ring the month		pursuant thereto	thereto as at close of the month
(dd/mm/yyyy) and class 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						
(16/05/2016)						
Ordinary shares						33,876,590
<u>1.</u>						
shares						
5110165						
3.						
shares						
		Tot	tal A. (Ordina	arv shares)	0	
				ice shares)	N/A	
			•) ther class)	N/A	
Total funds raised o		onth from exerc	ise			
of options (State cu	rrency)			N/A		
1						

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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
<u>1.</u>						
. ,					/	
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2.	(/ /)		/		
<u> ∠. </u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(]])				
<u>3.</u>	\	,				
(/ /) Stock code (if listed) Class of shares						
issuable <i>(Note 1)</i> Subscription price		/				
EGM approval date (if applicable) (dd/mm/yyyy)	(11)				
4						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mp/yyyy)	(/ /)				
		Total B		ary shares) ce shares)		-
				ther class)		-

Class and description	to Shares of the Issu Currency of amount outstanding	Amount at close of preceding 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	_					
<u>(Remark 1)</u>	HK\$	370,000,000		370,000,000		30,000,000
Stock code (if listed) Class of shares						
issuable (Note 1)	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		700,000,000		700 000 000		155 555 555
(Remark 2) Stock code (if listed)	<u> </u>	/00,000,000		700,000,000		155,555,555
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$4.50					
EGM approval date						
(if applicable) (dd/mm/yyyy)	(17/04/2018)					
<u>3.</u>	(1//01/2010)					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()					
(dd/mm/yyyy)						
<u></u> .	_					
	_					
Stock code (if listed)				·		. <u> </u>
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)			nary shares) ence shares)	N/A N/A	
				Other class)	N/A	
			(

	No. of new shares of	No. of new shares of
	issuer issued during	issuer which may be
	the month pursuant	issued pursuant thereto
Full particulars including AGM approval date (dd/mm/yyyy),	thereto	as at close of the month
if applicable, and class of shares issuable:		
1		
	-	
shares (Note 1)		
2.		
shares (Note 1)		
3.		
3	•	
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares) (Other class)		
(Other class)		
	1	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Type of Issue					shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable				/
. Rights issue	At State	(Note 1) Issue and allotment date :	(/ /)		
	price : currency	(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)				
B. Placing	At State price : currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (Note 1)				
. Bopus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		

Other Movements in Issued Share Capital

	Type of Issue			For Ma	<u>iin Bo</u>	ard and GEM li No. of new shares of issuer issued during the month pursuant thereto	No. of new
	Type of issue						/
5.	Scrip dividend	At State	Class of shares issuable (<i>Note 1</i>)	(/ /)	/	
5.	Scrip dividend	price : currency	(dd/mm/yyyy)		,		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
				/		/	
			Class of shares repurchased (Note 1)	—			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	/(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
							-
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
8.	Consideration/ issue	At State price : currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

			For Main Bo	oard and GEM li	
				No. of new shares of issuer issued during the month pursuant thereto	No. of new
	Type of Issue				
		Class of shares issuable <i>(Note 1)</i>			
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)	(/ /)		
\leq					
			(Ordinary share Preference share		
		(1	(Other clas		

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

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: So Man Chun

 Title:
 Joint and Several Liquidator

 Acting as agent of the Company without personal liabilities

 (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.