HKEX
香 港 交 易 所

Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2021   Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Apex Ace Holding Limited

Date Submitted: 03 January 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06036	Description	Ordinary Shares			

	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	2,000,000,000	HKD	0.01	HKD	20,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	2,000,000,000	HKD	0.01	HKD	20,000,000	

Total authorised/registered share capital at the end of the month: HKD   20,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06036	Description	Ordinary Shares			

Balance at close of preceding month	1,009,550,000
Increase / decrease (-)	0
Balance at close of the month	1,009,550,000

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		06036					

Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share option scheme adopted by a resolution in writing passed by the sole shareholder on 15/02/2018 (Ordinary shares)	0			0		0	100,000,000
General Meeting approval date (if applicable) _____							

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

(B). Warrants to Issue Shares of the Issuer which are to be Listed   Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)   Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		06036				

Description		General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	On 21 October 2021, I-Sky Electronic Limited, a wholly-owned subsidiary of the Company (the "Purchaser"), Apex Ace Holding Limited (the "Company") and Nicegoal Limited, ultimately wholly owned by Mr. Lee Bing Kwong (a controlling Shareholder, an executive Director, the chairman of the Board and the chief executive officer of the Company) (the "Vendor"), entered into an agreement dated 21 October 2021 (the "Agreement"), pursuant to which the Vendor has agreed to sell, and the Purchaser has conditionally agreed to purchase, a non-residential property with saleable area of approximately 3,955 square feet, located at Unit 1 on 1st Floor, Sun Cheong Industrial Building, No. 2 Cheung Yee Street, Cheung Sha Wan, Hong Kong at a consideration of HK$30.0 million. The consideration will be satisfied by the issue of the perpetual subordinated convertible securities (the "PSCS") in the principal amount of HK$30.0 million to be issued by the Company to the Vendor and/or its nominee(s). The extraordinary general meeting will be convened and held for the independent shareholders to consider, and if thought fit, to approve the Agreement and the transactions contemplated thereunder. On 25 November 2021, the Purchaser, the Company and the Vendor entered into a supplemental agreement, pursuant to which it is agreed that the consideration shall be satisfied by the issue of the PSCS in the principal amount of HK$10.0 million and the convertible bond in the principal amount of HK$20.0 million instead of fully satisfied by the issue of the PSCS. For details, please refer to the announcements of the Company dated 21 October 2021, 11 November 2021, 25 November 2021 and 30 November 2021, respectively.			

Total D (Ordinary shares): _____

(E). Other Movements in Issued Share   Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____

IV. Information about Hong Kong Depositary Receipt (HDR)   Not applicable

V. 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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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: Lee Bing Kwong

Title: Executive Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1.   SEHK refers to Stock Exchange of Hong Kong.

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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.

5.   In the context of repurchase of shares:

        .   "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and

        .   "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and

        .   "type of shares issuable" should be construed as "type of shares repurchased"; and

        .   "issue and allotment date" should be construed as "cancellation date"

6.   In the context of redemption of shares:

        .   "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

        .   "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and

        .   "type of shares issuable" should be construed as "type of shares redeemed"; and

        .   "issue and allotment date" should be construed as "redemption date"