



## 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: 30 April 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Frontier Services Group Limited (Incorporated in Bermuda with limited liability)

Date Submitted: 05 May 2023

### 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	00500	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	6,000,000,000	HKD	0.1	HKD	600,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	6,000,000,000	HKD	0.1	HKD	600,000,000	

Total authorised/registered share capital at the end of the month: HKD 600,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00500	Description				
Balance at close of preceding month			2,344,818,660			
Increase / decrease (-)			58,567,221			
Balance at close of the month			2,403,385,881			

### 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)		00500					
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 Options Scheme	23,400,000			23,400,000		0	187,633,680
General Meeting approval date (if applicable)		28 March 2012					

Total A (Ordinary shares): \_\_\_\_\_

Total funds raised during the month from exercise of options: HKD \_\_\_\_\_ 0

#### (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)

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)		00500					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Preference Shares issued by DVN (Group) Limited, a wholly-owned subsidiary of the Company on 31 March 1999	HKD	116,250,000			116,250,000	0	34,191,176

Type of convertibles	Preference Shares
Stock code of the Convertibles (if listed on SEHK) (Note 1)	
Subscription/Conversion price	HKD 3.4
General Meeting approval date (if applicable)	

Total C (Ordinary shares): \_\_\_\_\_ 0

**(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)		00500				
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 23 September 2021 (after trading hours), the Company, the Purchaser and the Vendors entered into the Acquisition Agreement under which the Purchaser has conditionally agreed to acquire from the Vendors the entire issued share capital of the Target Company at the initial consideration of HK\$200,000,000 to be satisfied in cash and the maximum deferred consideration of HK\$300,000,000 to be satisfied by the issue of Consideration Shares. The maximum 230,769,228 Consideration Shares represent approximately 9.84% of the issued Shares as at the date of the announcement and approximately 8.96% of the issued Shares as enlarged by the allotment and issue of the Consideration Shares. The issue price of the Consideration Shares is HK\$1.30 per Share. The Consideration Shares will be allotted and issued under the General Mandate. For details, please refer to the announcement of the Company dated 23 September 2021.			58,567,221		
2).	On 23 September 2021 (after trading hours), the Company entered into the Subscription Agreements with each of the Subscribers respectively, under which the Company has conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe for, the Convertible Bonds with an aggregate principal amount of HK\$210 million, which may be converted into 210,000,000 Conversion Shares based on the initial Conversion Price of HK\$1.00 per Conversion Share upon full conversion. The 210,000,000 Conversion Shares represent approximately 8.96% of the issued Shares as at the date of the announcement and approximately 8.22% of the issued Shares as enlarged by the allotment and issue of the Conversion Shares immediately after full conversion of the Convertible Bonds at the initial Conversion Price, assuming that there are no					

other changes to the issued share capital of the Company. The Conversion Shares will be allotted and issued under the General Mandate. For details, please refer to the announcement of the Company dated 23 September 2021.			
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Total D (Ordinary shares): 58,567,221

**(E). Other Movements in Issued Share** Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>58,567,221</u>
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**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: Chan Kam Kwan, Jason

Title: Company Secretary

(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"