



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 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: New Concepts Holdings Limited

Date Submitted: 05 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	02221	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,000,000,000	HKD	0.1	HKD	200,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	2,000,000,000	HKD	0.1	HKD	200,000,000	

Total authorised/registered share capital at the end of the month: HKD 200,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	02221	Description				
Balance at close of preceding month			1,605,492,134			
Increase / decrease (-)			640,000			
Balance at close of the month			1,606,132,134			

III. Details of Movements in Issued Shares

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

1. Class of shares issuable		Ordinary shares	Type 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)			02221				
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
		Exercised					
1). Share Option Scheme adopted on 26/8/2014	17,390,000	Exercised	-640,000	16,750,000	640,000	16,750,000	16,750,000
General Meeting approval date (if applicable)		26 August 2014					
2). Share Option Scheme adopted on 26/8/2014	10,600,000			10,600,000	0	10,600,000	10,600,000
General Meeting approval date (if applicable)		26 August 2014					
3). Share Option Scheme adopted on 30/05/2023	135,500,000			135,500,000	0	135,500,000	135,500,000
General Meeting approval date (if applicable)		30 May 2023					

Total A (Ordinary shares): 640,000

Total funds raised during the month from exercise of options: HKD 268,800

(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) Not applicable

(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>640,000</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.

Remarks:

On 19 April 2021, the Company granted 46,492,000 share options to certain Directors, employees, and a Consultant under the Share Option Scheme on 26 August 2014 (the "Share Option Scheme"). 16,892,000 Options were vested immediately on the Date of Grant (from 19 April 2021 to 18 April 2023); 14,800,000 Options were vested on the first anniversary from the Date of Grant (from 19 April 2022 to 18 April 2024), and the remaining 14,800,000 Options were vested on the second anniversary from the Date of Grant (from 19 April 2023 to 18 April 2024). Details of the grant of Share Options are set out in the announcement of the Company dated 19 April 2021.

On 13 December 2022, the Company grant 10,800,000 share options to an executive Director, Mr. Pan Yimin, and certain employees under the Share Option Scheme. 2,700,000 Options vested and exercisable immediately without any condition on the Date of Grant (from 13 December 2022 to 12 December 2024); Vesting dates of 6,700,000 Options set for the Grantees varies from the respective dates of achieving the relevant performance targets but in any case not later than 31 December 2023; and the remaining 1,400,000 Options set for the Grantees varies from the respective dates of achieving the relevant performance targets but in any case not later than 31 July 2024.

On 17 August 2023, the Company granted 135,500,000 share options to certain Directors, Employees, and Consultants under the Share Option Scheme on 30 May 2023 (the "Share Option Scheme"). 48,084,000 Options will be vested and become exercisable from the 1st anniversary of the Date of Grant (from 17 August 2024 to 16 August 2027); 43,708,000 Options will be vested only when the Grantee having fulfilled his/her performance target and in any case not later than 31 December 2024 (from 16 August 2023 to 30 December 2027); and the vesting date of remaining 43,708,000 Options will be date when the Grantee having fulfilled his/her performance target and in any case not later than 31 December 2025 (from 17 August 2023 to 30 December 2028). Details of the grant of Share Options are set out in the announcement of the Company dated 17 August 2023.

Submitted by: Lee Tsi Fun Nicholas

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
 - "class of shares issuable" should be construed as "class 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
 - "class of shares issuable" should be construed as "class of shares redeemed"; and
 - "issue and allotment date" should be construed as "redemption date"