



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SG Group Holdings Limited
 Date Submitted 03/01/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|---|---------------------------|-------------------------------|--|
| (1) Stock code : <u>8442</u> Description : <u>Ordinary Shares</u> | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>200,000,000</u> | <u>HK\$0.01</u> | <u>HK\$2,000,000</u> |
| Increase/(decrease) | <u>NIL</u> | | <u>NIL</u> |
| Balance at close of the month | <u>200,000,000</u> | <u>HK\$0.01</u> | <u>HK\$2,000,000</u> |
| (2) Stock code : _____ Description : _____ | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|--|--|
| Stock code : _____ | Description : _____ | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*State currency*) : HK\$2,000,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | <u>32,000,000</u> | | | |
| Increase/ (decrease) during the month | <u>NIL</u> | | | |
| Balance at close of the month | <u>32,000,000</u> | | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|-----------|---------------------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. _____ _____ _____ (/ /) _____ shares (Note 1) | | | | | | |
| 2. _____ _____ _____ (/ /) _____ shares (Note 1) | | | | | | |
| 3. _____ _____ _____ (/ /) _____ shares (Note 1) | | | | | | |
| | | | Total A. | (Ordinary shares) | _____ | |
| | | | | (Preference shares) | _____ | |
| | | | | (Other class) | _____ | |
| Total funds raised during the month from exercise of options (State currency) | | | | | _____ | |

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 |
|--|---|---|----------------------------------|---|--|--|
| 1. _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (/ /) | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 2. _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (/ /) | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (/ /) | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (/ /) | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total B. | (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ | | | | | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| 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. _____ _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) | _____ | _____ | _____ | _____ | _____ | _____ |
| Class of shares issuable (<i>Note 1</i>) | _____ | _____ | _____ | _____ | _____ | _____ |
| Subscription price | _____ | _____ | _____ | _____ | _____ | _____ |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | _____ | _____ | _____ | _____ | _____ |
| 2. _____ _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) | _____ | _____ | _____ | _____ | _____ | _____ |
| Class of shares issuable (<i>Note 1</i>) | _____ | _____ | _____ | _____ | _____ | _____ |
| Subscription price | _____ | _____ | _____ | _____ | _____ | _____ |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | _____ | _____ | _____ | _____ | _____ |
| 3. _____ _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) | _____ | _____ | _____ | _____ | _____ | _____ |
| Class of shares issuable (<i>Note 1</i>) | _____ | _____ | _____ | _____ | _____ | _____ |
| Subscription price | _____ | _____ | _____ | _____ | _____ | _____ |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | _____ | _____ | _____ | _____ | _____ |
| 4. _____ _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) | _____ | _____ | _____ | _____ | _____ | _____ |
| Class of shares issuable (<i>Note 1</i>) | _____ | _____ | _____ | _____ | _____ | _____ |
| Subscription price | _____ | _____ | _____ | _____ | _____ | _____ |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | _____ | _____ | _____ | _____ | _____ |
| Total C. (Ordinary shares) | | | | | _____ | _____ |
| (Preference shares) | | | | | _____ | _____ |
| (Other class) | | | | | _____ | _____ |

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

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, 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. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | | |

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 |
|-----------------|------------|----------------------|---|--|---|
| 1. Rights issue | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 2. Open offer | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 3. Placing | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 4. Bonus issue | | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |

| 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 | |
|---------------|------------------------|---------------------------------|---|---|-------|
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares | | Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 9. | Capital reorganisation | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |

| 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 |
|-------------------------------|---------------------------------|--|---|
| 10. Other (Please specify) | At price : State currency _____ | Class of shares issuable _____ (Note 1) | |
| | | Issue and allotment date : (dd/mm/yyyy) (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) (/ /) | |
| | | Total E. (Ordinary shares) | _____ |
| | | (Preference shares) | _____ |
| | | (Other class) | _____ |

| | | |
|---|-----|-------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | _____ |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | (2) | _____ |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | _____ |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

