日KEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):

31/01/2021

To: Hong Kong Exchanges and Clearing Limited

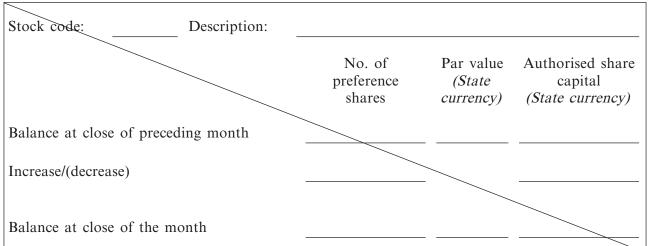
Name of Issuer	KWG Group Holdings Limited	
Date Submitted	3 February 2021	

I. Movements in Authorised Share Capital

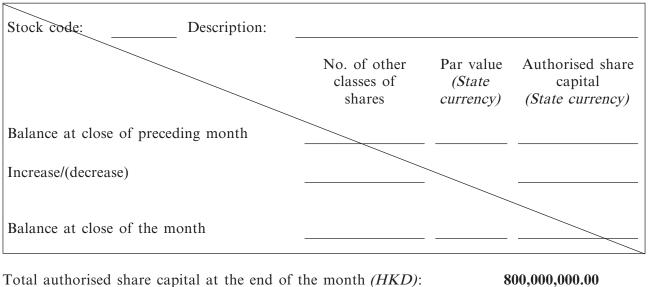
1. Ordinary Shares

(1) Stock code: <u>1813</u> Description: <u>1</u>	N/A		
	No. of ordinary shares	Par value (HKD)	Authorised share capital <i>(HKD)</i>
Balance at close of preceding month	8,000,000,000	0.10	800,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	8,000,000,000	0.10	800,000,000.00
(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



3. Other Classes of Shares



II. Movements in Issued Share Capital

	No. of ordin (1)	ary shares (2)	No. of preferen shares	ce No. of other classes of shares
Balance at close of preceding month	3,180,505,853	N/A	N/A	N/A
Increase/(decrease) during the month	25,000	N/A	N/A	N/A
Balance at close of the month	3,180,530,853	N/A	N/A	N/A

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	N	Movement duri	ng the montl	h	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
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		the month
1. Share						
Option Scheme						
adopted on						
09/02/2018						
Exercise Price:						
HKD11.12						
Ordinary shares	Nil	(25,000)	Nil	(75,000)	25,000	446,000 (vested)
(Note 1)						848,500 (total no. of outstanding share options)
2.						share options)
(/ /) shares						
(Note 1)						
3.						
(/ /) shares						
(Note 1)						
		Tota	al A. (Ordi	inary shares)	25,000	
				rence shares)	N/A	
			`	(Other class)	N/A	
Total funds raised	during the m	onth from an			1.1/11	
of options (HKD)	during the m	ionun irom exe		278,000		

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>\.</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) 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) 3.	(1					
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/	/)				
(/ /) Stock code (if listed)					\backslash	
Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/	/)				
		Total B.	(Ordinary s (Preference s (Other	shares)		

Warrants to Issue 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
Į.						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/	/)				
2.						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		/)				
3						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/	/)				
				\longrightarrow		
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/	/)				
		Total C.	(Ordinary s (Preference s (Other	(harea)		

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

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
<u>].</u>	-	
	-	
	-	
shares (Note 1)		
2.		
shares (Note 1)		
3		
		<u></u>
Total D (Ordinary shares)	-	
Total D. (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)

	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
				Class of shares issuable (Note 1)				
1.	Rights issue	At price:	State	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
2.	Open offer	At price:	State	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
			Ň					
				Class of shares issuable (Note 1)				
3.	Placing	At price:	State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy))		
						$\overline{\ }$		
				Class of shares issuable (Note 1)				
4.	Bonus issue			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
				Class of shares issuable (Note 1)			
5.	Scrip dividend	At price:	State currency	 Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares repurchased (Note 1)	Ordinary shares		
6.	Repurchase of shares			Cancellation date: (dd/mm/yyyy)	(/ /) (See Remark)		
				AGM approval date: (dd/mm/yyyy)	(05/06/2020)	NT'1	NI:1
						Nil	Nil
				Class of shares redeemed (Note 1)			
7.	Redemption of shares			Redemption date: (dd/mm/yyyy)	(//)		
				EGM approval date: (dd/mm/yyyy)			
				Class of shares issuable (Note 1)			
8.	Consideration A	At price:	State currency	 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 whic may be issued pursuant thereto as a close of the month
	Class of shares		
 Capital reorganisation 	Issue and allotment (/ /) date: (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
10. Other (issue of awarded shares under general mandate and specific mandate) K\$	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)	N/A N/A N/A	-
Fotal increase/(decrease) in ordinary shares during th	(2	·	5,000 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 Iss	ued Share Capital").)

IV. 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 which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized 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 (if any):

1. 174,000 ordinary shares have been repurchased on 29 October 2020 but not yet cancelled as of 31 January 2021.

Submitted by: CHAN Kin Wai

Title: Company Secretary

(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 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 rule 13.25A 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 append the prescribed continuation sheet.