

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

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 (*HKD*): 800,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	No. of preference shares (2)	No. of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>3,180,505,853</u>	N/A	N/A	N/A
Increase/(decrease) during the month	<u>25,000</u>	N/A	N/A	N/A
Balance at close of the month	<u>3,180,530,853</u>	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 (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. 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. _____ _____ _____ (/ /) shares						
(Note 1)						
3. _____ _____ _____ (/ /) shares						
(Note 1)						
		Total A.		(Ordinary shares)	25,000	
				(Preference shares)	N/A	
				(Other class)	N/A	
Total funds raised during the month from exercise of options (HKD)				278,000		

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 (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. _____ _____ _____ (/ /) Stock code (if listed) Class of shares issuable (Note 1) 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 (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. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ 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 (Note 1)		
2. _____ _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ _____ (/ /) shares (Note 1)		
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 (Note 1) _____ Issue and allotment date: (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) (/ /) _____	(/ /)	_____	_____
2. Open offer	At price:	State currency	_____	Class of shares issuable (Note 1) _____ Issue and allotment date: (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) (/ /) _____	(/ /)	_____	_____
3. Placing	At price:	State currency	_____	Class of shares issuable (Note 1) _____ Issue and allotment date: (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) (/ /) _____	(/ /)	_____	_____
4. Bonus issue				Class of shares issuable (Note 1) _____ 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) AGM approval date: (dd/mm/yyyy)	Ordinary shares (/ /) (See Remark) (05/06/2020)	_____ Nil _____
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)	(/ /) (/ /)	_____ _____ _____

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		
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>)			_____			
	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)	At price:	State currency	Class of shares issuable (<i>Note 1</i>)			_____	
			HK\$	Issue and allotment date: (dd/mm/yyyy)			(/ /)
				EGM approval date: (dd/mm/yyyy)			(/ /)
Total E. (Ordinary shares)				_____	N/A		
(Preference shares)				_____	N/A		
(Other class)				_____	N/A		

Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	_____	25,000
	(2)	_____	N/A
Total increase/(decrease) in preference shares during the month (i.e. Total of A to E):		_____	N/A
Total increase/(decrease) in other classes of shares during the month (i.e. Total of A to E):		_____	N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>			

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.*