

Monthly Return of Equity Issuer on Movements in Securities

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

30/04/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Ten Pao Group Holdings Limited
Date Submitted	02/05/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>01979</u> Des	scription : Ordi	inary Shares		
Delever et elece et everedier	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding month	2,000,000,000	HK\$0.01	HK\$20,000,000.00	
Increase/(decrease)	N/A		N/A	
Balance at close of the month	2,000,000,000	HK\$0.01	HK\$20,000,000.00	
(2) Stock code : <u>N/A</u> Des	scription :	N/A		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding month	N/A	N/A	N/A	
Increase/(decrease)	<u>N/A</u>		N/A	
Balance at close of the month	N/A	N/A	N/A	

2. Preference Shares

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

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	e : <u>N/A</u> Description : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

Total authorised share capital at the end of the month (*State currency*) : ______HK\$20,000,000.00

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	1,000,456,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A		
Balance at close of the month	1,000,456,000	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				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	
(dd/mm/yyyy) and	ľ	Movement dur	ing the mo	onth		the month
class of shares issuable	Granted	Exercised	Cancelle	d Lapsed		
1. Share Option				•		
Scheme adopted on 23/11/2015						
Exercise Price:						
HK\$1.31 Ordinary shares	Nil	Nil	Nil	Nil	Nil	18,044,000
(Note 1)						
2. N/A						
(/ /)						
(Note 1)						
· /						
<u>3. N/A</u>						
shares						
(Note 1)						
		٦	Total A. (C	Ordinary shares)	Nil	_
			(Pre	eference shares) (Other class)		-
Total funds raised durin		n from exercise	ə Nil			-
of options (State currer	icy)		<u></u>			

Description of warrants (Date of expiry - dd/mm/yyyy)		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>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 2. N/A	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	(/ /)				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total B	(Preferen	ary shares) <u>Nil</u> ice shares) <u>N/A</u> 0ther class) <u>N/A</u>		- - -

Convertibles (i.e. Convertible	e into Shares of th	e Issuer whicl	n are to be Liste	ed)		
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
<u>1. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	(/ /)					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)			otal C. (Ordina	Irv shares) Nil		
		I	(Preferen	ce shares) <u>N/A</u> ther class) <u>N/A</u>	١	- - -

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. <u>N/A</u>	_	
	_	
	_	
shares (Note 1)		
		·
2. N/A		
	_	
shares (Note 1)		· · · · · · · · · · · · · · · · · · ·
3. N/A		
3. <u>N/A</u>	-	
	-	
	_	
shares (Note 1)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	

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

Other Movements in	n Issued Sha	are Capital			No. of new	No. of new
					shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue						
			Class of shares — issuable <i>(Note 1)</i>			
1. Rights issue	At price :	State currency	Issue and allotment (date : (dd/mm/yyyy)	/ /)	
			EGM approval date: ((dd/mm/yyyy)	/ /		
			、 · · · · · · · · · · · · · · · · · · ·		<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)			
2. Open offer	At price :	State currency	. ,	/ /)	
	·			/ /)	
					N/A	<u>N/A</u>
			Class of shares issuable (Note 1)			
3. Placing	At price :	State currency		/ /)	
	·	·		/ /)	
					N/A	N/A
			Class of shares issuable (Note 1)			
4. Bonus issue			Issue and allotment (date : (dd/mm/yyyy)	/ /)	
			EGM approval date: ((dd/mm/yyyy)	/ /)	
					N/A	N/A

	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				
		A .		issuable <i>(Note 1)</i> Issue and allotment	(/ /	,)		
5.	Scrip dividend	At price :	State currency	date : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				· · · · · · · · · · · · · · · · · · ·			<u>N/A</u>	<u>N/A</u>
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A

	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)				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
10.	Other (Please specify)	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
					rdinary sh erence sh (Other o	are	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(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
(These figures should be the same as the relevant figures under II above ("Movements in Issued 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): N/A
Submitted by: Tse Chung Shing
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.