HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/05/2019

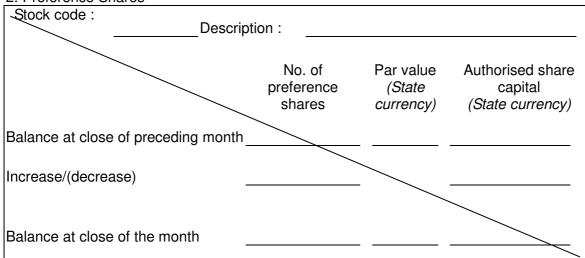
To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Vestate Group Holdings Limited
Date Submitted	3 June 2019

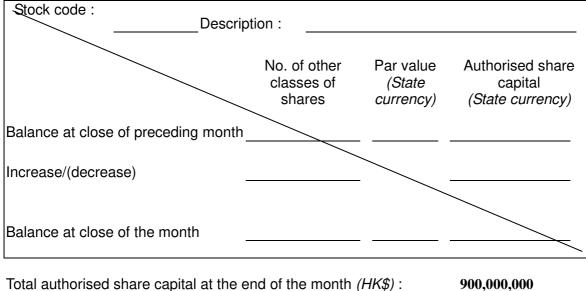
I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>1386</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding month	9,000,000,000	0.1	900,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	9,000,000,000	0.1	900,000,000
(2) Stock code :Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares



3. Other Classes of Shares



March 2019

II. Movements in Issued Share Capital

	No. of ordinary shares (1) (2)		No of preference	e No. of other
			shares	classes of shares
Balance at close of preceding month	716,190,000	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	716,190,000	N/A	N/A	N/A

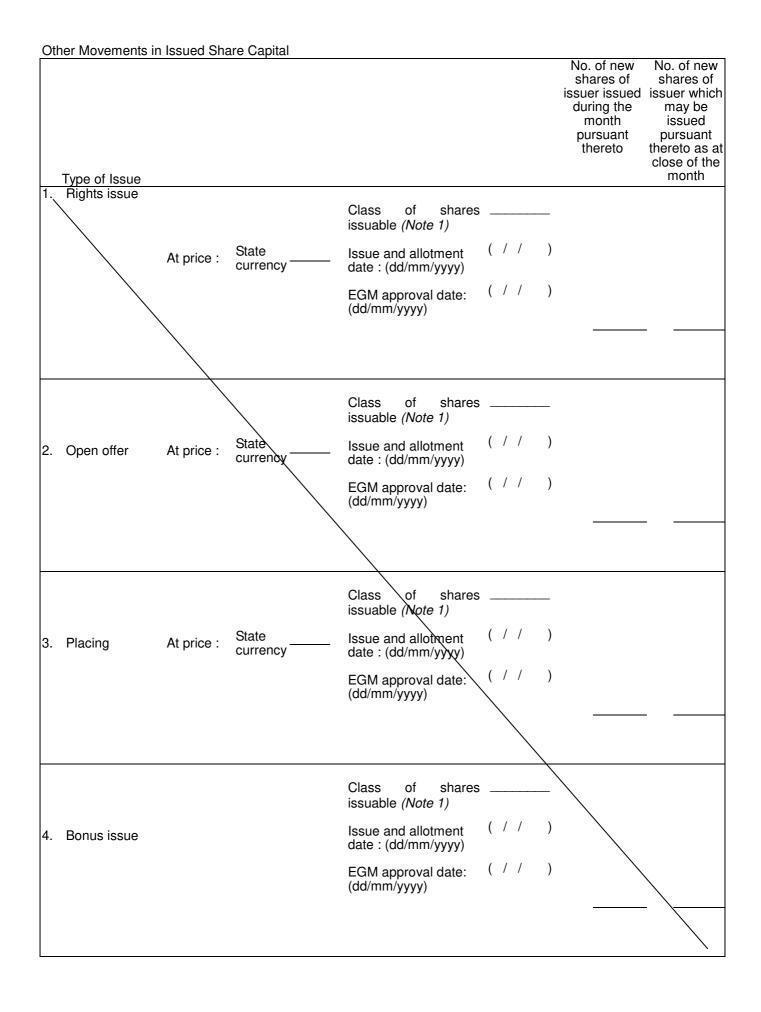
III. Details of Movements in Issued Share Capital

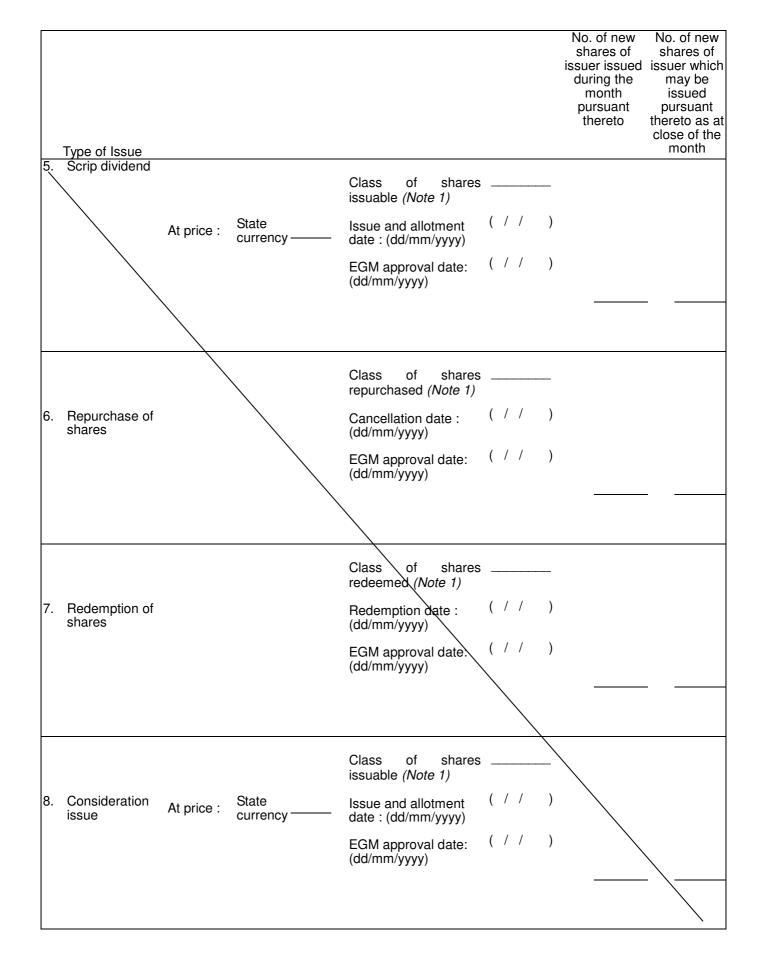
Share Options (und	der Share Opti	ion Schemes c	of the Issuer)			
Particulars of						No. of new shares of
share option scheme					the month pursuant	issuer which may be issued pursuant
including EGM	Ν.	Assemant duri	ar the month		thereto	thereto as at close of
approval date	IV	Novement durir	ng the month		-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
Exercise Price						
HK\$1.45 per share						
(21/05/2007)	N 111	N 111	NIT	1 500 000	NTT	24,000,000
Ordinary shares	NIL	NIL	NIL	1,500,000	NIL	34,000,000
(Note 1)						
2. N/A						
2.10/11						
(/ /)						
shares						
(Note 1)						
(- ,						
3. N/A						
(/ /)						
shares						
(Note 1)						
		Tota	ıl A. (Ordina		NIL	
			•	ce shares)	N/A	
			•	ther class)	N/A	
Total funds raised of options (State cu		th from exerci	se	NIL		
	3,					

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
<u>\</u>						
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		\backslash				
EGM approval date		\mathbf{i}				
(if applicable) (dd/mm/yyyy)	(/ /					
<u>3</u> .	<u> </u>					
		\backslash				
			<u></u>			
(/ /) Stock code (if listed)			\backslash			
Class of shares						
Subscription price EGM approval date				`		
(if applicable)				\backslash		
	(/ /)		\backslash		
4.				\backslash		
				\backslash		
(/ /)						
Stock code (if listed)					\backslash	
Class of shares issuable (Note 1)					\backslash	
Subscription price					\backslash	
EGM approval date					\backslash	
(if applicable) (dd/mm/yyyy)	(/ /)				\backslash
(dd/mm/yyyy)						\backslash
		Total B	8. (Ordina	ary shares)		_ \
			(Preferen	ce shares)		- \
			(U	ther class)		- \

	Into Shares of th	ne issuer whic	ch are to be Liste	ed)	No. of new	No. of new
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
1. 6% convertible bonds						
due 2020	_					
	_					
	HK\$	30,000,000	0	30,000,000	0	16,574,585
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary					
	HK\$1.81 per shar	re				
EGM approval date (if applicable)						
(dd/mm/yyyy))	N/A					
2. 10.5% convertible bonds						
due 2019	_					
	HK\$	150,000,000	0	150,000,000	0	81,300,813
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
	HK\$1.845 per sha	uro				
EGM approval date	IIIX#1.045 per sita					
(if applicable)						
(dd/mm/yyyy)	N/A					
<u>3. N/A</u>	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy) 4. N/A	(//)					
<u>4. N/A</u>	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
(Total C. (Ordina	ary shares)	NIL	
			(Preferen	ce shares)	N/A N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	əd, including
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
2.		
shares (Note 1)		
3.		
3		
shares (Note 1)		、 ———
Total D. (Ordinary shares)		
Total D. (Ordinary shares) (Preference shares)		
(Other class)		





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 (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)		
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 shar (Preference shar (Other cla	res) 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 i Capital").)	n Issued Share

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):

Submitted by: Mr. Yam Chun Kit
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.