

For the month ended

# Monthly Return of Equity Issuer on Movements in Securities

| (dd/mm/yyyy) :  | 31/07/2019             |                                  |   |  |  |
|---|------------------------|----------------------------------|---|--|--|
| To : Hong Kong Exchanges and                                  | Clearing Limited       |                                  |   |  |  |
| Name of Issuer  Vestate Group Holdings Limited  1 August 2019 |                        |                                  |   |  |  |
| I. Movements in Authorised Shar                               | re Capital             |                                  |   |  |  |
| 1. Ordinary Shares  |                        |                                  |   |  |  |
| (1) Stock code : <u>1386</u> De                               | escription: Ordinary   | Shares                           |   |  |  |
|   | No. of ordinary shares | Par value<br>(HK\$)              | Authorised share capital (HK\$)           |  |  |
| Balance at close of preceding m                               | onth 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 :De  | escription :           |                                  |   |  |  |
|   | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |
| Balance at close of preceding m                               | onth                   |                                  |   |  |  |
| Increase/(decrease)   |                        |                                  |   |  |  |
| Balance at close of the month                                 |                        |                                  |   |  |  |

# 2. Preference Shares

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

# 3. Other Classes of Shares

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

Total authorised share capital at the end of the month (HK\$): 900,000,000

## II. Movements in Issued Share Capital

|  | No. of ordinary shares |     | No of preference | e No. of other    |  |  |
|--|------------------------|-----|------------------|-------------------|--|--|
|  | (1)                    | (2) | shares           | classes of shares |  |  |
| Balance at close of preceding month      | 716,190,000            | N/A | N/A              | N/A               |  |  |
| Increase/ (decrease)<br>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 (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares share option issuer issued during of issuer which scheme the month pursuant may be issued including EGM thereto pursuant thereto Movement during the month approval date as at close of the (dd/mm/yyyy) and month class of shares issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme Exercise Price HK\$1.45 per share (21/05/2007) Ordinary shares NIL NIL NIL 1,500,000 NIL 32,500,000 (Note 1) 2. N/A shares (Note 1) 3. N/A shares (Note 1) Total A. (Ordinary shares) NIL (Preference shares) N/A (Other class) \_\_\_\_ N/A Total funds raised during the month from exercise of options (State currency) NIL

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|---|---|
|  |                                 |  |                                  |   |   |   |
|  |                                 |  |                                  | . <del></del>                             |   |   |
| Stock code (if listed)<br>Class of shares                |                                 |  |                                  |   |   |   |
| issuable (Note 1) Subscription price                     |                                 |  |                                  |   |   |   |
| EGM approval date (if applicable) (dd/mm/yyyy)           | ( / /                           | )  |                                  |   |   |   |
| 2.   | ( , , ,                         | /  | •                                |   |   |   |
|  |                                 |  |                                  |   |   |   |
|  | <del>\</del>                    |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares issuable (Note 1)                        |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  | •                                |   |   |   |
| (if applicable)<br>(dd/mm/yyyy)                          | ( / /                           |  |                                  |   |   |   |
| 3.   | ( , ,                           |  | •                                |   |   |   |
|  |                                 |  |                                  |   |   |   |
|  |                                 |  |                                  | · -                                       |   | _   |
| ( / / ) Stock code (if listed)                           |                                 |  |                                  |   |   |   |
| Class of shares  |                                 |  |                                  |   |   |   |
|  |                                 |  |                                  |   |   |   |
| Subscription price EGM approval date                     |                                 |  |                                  |   |   |   |
| (if applicable)  | , , ,                           | ,  |                                  |   |   |   |
| (dd/mm/yyyy)<br>4.                                       | ( / /                           | )  |                                  |   |   |   |
| <u></u>  |                                 |  |                                  |   |   |   |
|  |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)<br>Class of shares                |                                 |  | •                                |   |   |   |
|  |                                 |  |                                  |   |   |   |
| Subscription price EGM approval date                     |                                 |  | •                                |   |   |   |
| (if applicable)  |                                 |  |                                  |   |   | \   |
| (dd/mm/yyyy)   | ( / /                           | )  | •                                |   |   |   |
|  |                                 | Total E  | 3. (Ordina                       | ary shares)                               |   |   |
|  |                                 |  | (Preferen                        | ice shares)                               |   | _   |
|  |                                 |  | (C                               | Other class)                              |   | -   |

| Convertibles (i.e. Convertible            | e into Shares of t                           | he Issuer which                                | ch are to be List                | ed)                          |   |   |
|---|--|--|----------------------------------|------------------------------|---|---|
| Class and description                     | Currency of<br>amount<br>outstanding         | Amount at<br>close of<br>preceding<br>month    | Converted<br>during the<br>month | Amount at close of the month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1. 6% convertible bonds                   |  |  |                                  |                              |   |   |
| due 2020                                  |  |  |                                  |                              |   |   |
|   | <del></del>                                  |  |                                  |                              |   |   |
|   | 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                                     |  |                                  |                              |   |   |
| Subscription price                        | HK\$1.81 per sha                             | re   |                                  |                              |   |   |
| EGM approval date                         | TITE TO THE SHE                              |  |                                  |                              |   |   |
| (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                           | 0 - 1  |  |                                  |                              |   |   |
| issuable (Note 1)                         | Ordinary HK\$1.845 per sha                   |  |                                  |                              |   |   |
| Subscription price _<br>EGM approval date | nk\$1.843 per sila                           | <u>are                                    </u> |                                  |                              |   |   |
| (if applicable)                           |  |  |                                  |                              |   |   |
| (dd/mm/yyyy)                              | N/A  |  |                                  |                              |   |   |
| 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                                    | , , ,  |  |                                  |                              |   |   |
| 11 1 1 1 1 1                              | <del></del>                                  |  |                                  |                              |   |   |
| _   |  |  |                                  |                              |   |   |
| _   |  |  |                                  |                              |   |   |
| Stock code (if listed)                    | <del></del>                                  |  |                                  | -                            |   | -   |
| Class of shares                           |  |  |                                  |                              |   |   |
| issuable (Note 1)                         |  |  |                                  |                              |   |   |
| Subscription price _                      |  |  |                                  |                              |   |   |
| EGM approval date                         |  |  |                                  |                              |   |   |
| (if applicable)<br>(dd/mm/yyyy)           | <i>(                                    </i> |  |                                  |                              |   |   |
| (uu/IIIII/yyyy)                           | ( / / )                                      |  | Total C. (Ordina                 | arv shares)                  | NIL   |   |
|   |  |  |                                  | nce shares)                  | N/A   | _   |
|   |  |  | •                                | Other class)                 | N/A   | <del>-</del><br>-   |
|   |  |  |                                  |                              | ·   |   |

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

| 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   |  |   |
|   | 1  |   |
|   | 1  |   |
|   | 1  |   |
| shares (Note 1)   | 1  |   |
|   |  |   |
| 2.  |  |   |
|   | †  |   |
|   | †  |   |
|   | 1  |   |
| shares (Note 1)   | 1  |   |
| Silares (Note 1)  |  |   |
| 3.  |  |   |
| 0   |  |   |
| · ·   |  |   |
|   |  |   |
| aharaa (Mata 1)   | -  |   |
| shares (Note 1)   |  | <u> </u>  |
| Total D (Ouding out also out)   | -  |   |
| Total D. (Ordinary shares)  |  | . \   |
| (Preference shares)   |  |   |
| (Other class)   |  |   |
|   | 1  |   |

| Oth | ner Movements | in Issued Sha | are Capital    |   |       |   |  |   |
|-----|---------------|---------------|----------------|---|-------|---|--|---|
|     | Type of Issue |               |                |   |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1.  | Rights issue  |               |                |   |       |   |  |   |
|     |               |               |                | Class of shares issuable (Note 1)       |       |   |  |   |
|     |               | At price :    | State currency | 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 currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |   |
|     |               |               |                | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |   |
|     |               |               |                |   |       |   |  |   |
|     |               |               |                | 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)         | ( / / | ) |  |   |
|     |               |               |                |   |       |   |  | -   |
|     |               |               |                |   |       |   |  |   |
|     |               |               |                | 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<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------------|------------|--------------------|---|-----|---|---|--|---|
| 5. | Scrip dividend       |            |                    | Class of shares issuable (Note 1)       |     |   |   |  |   |
|    |                      | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | ( / | / | ) |  |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / | / | ) |  |   |
|    | `                    |            |                    |   |     |   |   |  |   |
|    |                      |            |                    | Class of shares repurchased (Note 1)    |     |   |   |  |   |
| 6. | Repurchase of shares |            |                    | Cancellation date : (dd/mm/yyyy)        | ( / | / | ) |  |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / | / | ) |  |   |
|    |                      |            |                    |   |     |   |   |  |   |
|    |                      |            |                    | 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 issue  | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | ( / | / | ) |  |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / | / | ) |  |   |
|    |                      |            |                    |   |     |   |   |  |   |

|                                      |   | No. of new No. of      |               |
|--------------------------------------|---|------------------------|---------------|
|                                      |   | shares of shares       |               |
|                                      |   | issuer issued issuer v | which         |
|                                      |   | during the may         | be            |
|                                      |   | month issue            |               |
|                                      |   | pursuant pursu         | ant           |
|                                      |   | thereto thereto        | as at         |
|                                      |   | close o                |               |
| Type of Issue                        |   | mon                    |               |
| 9. Capital                           |   |                        |               |
| reorganisation                       | Class of shares                         |                        |               |
|                                      | issuable (Note 1)                       |                        |               |
|                                      | Issue and allotment ( / / )             |                        |               |
|                                      |   |                        |               |
|                                      | date : (dd/mm/yyyy)                     |                        |               |
|                                      | FGM approval date: ( / / )              |                        |               |
|                                      | Edin approval dato.                     |                        |               |
|                                      | (dd/mm/yyyy)                            |                        |               |
|                                      |   |                        |               |
|                                      |   |                        |               |
|                                      |   |                        |               |
|                                      |   |                        |               |
|                                      |   |                        |               |
|                                      | Class of shares                         |                        |               |
|                                      | issuable (Note 1)                       |                        |               |
| 10. Other                            |   |                        |               |
| Δτ ΝΓΙΟΔ :                           | Issue and allotment ( / / )             | _                      |               |
| (Please specify) At price . currency | date : (dd/mm/yyyy)                     |                        |               |
|                                      | , |                        |               |
|                                      | EGM approval date: ( / / )              |                        |               |
|                                      | (dd/mm/yyyy)                            |                        |               |
|                                      | (==:                                    |                        | $\overline{}$ |
|                                      | Tatal C (Ovalina a sala                 | vee\ MIII              |               |
|                                      | Total E. (Ordinary sha                  |                        |               |
|                                      | (Preference sha                         |                        |               |
|                                      | (Other cla                              | nss) 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 Capital").) | 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.                                |
| Remar  | ks (if any):  |
|        |   |
|        |   |
|        |   |
|        |   |
|        |   |
|        |   |
|        |   |
|        |   |
| Submit | ted 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.