HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

29/02/2020

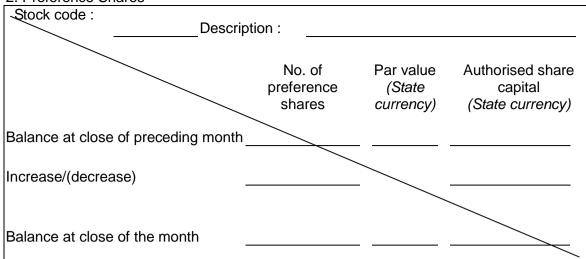
To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Vestate Group Holdings Limited
Date Submitted	2 March 2020

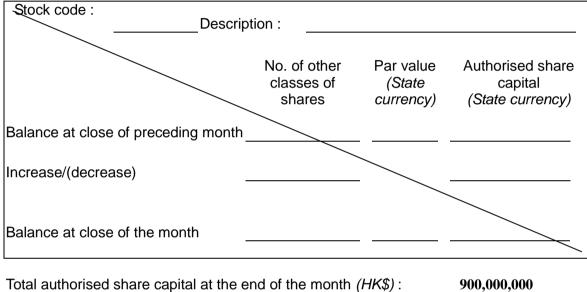
I. Movements in Authorised Share Capital

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	<u> </u>		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares



3. Other Classes of Shares



II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	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) 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

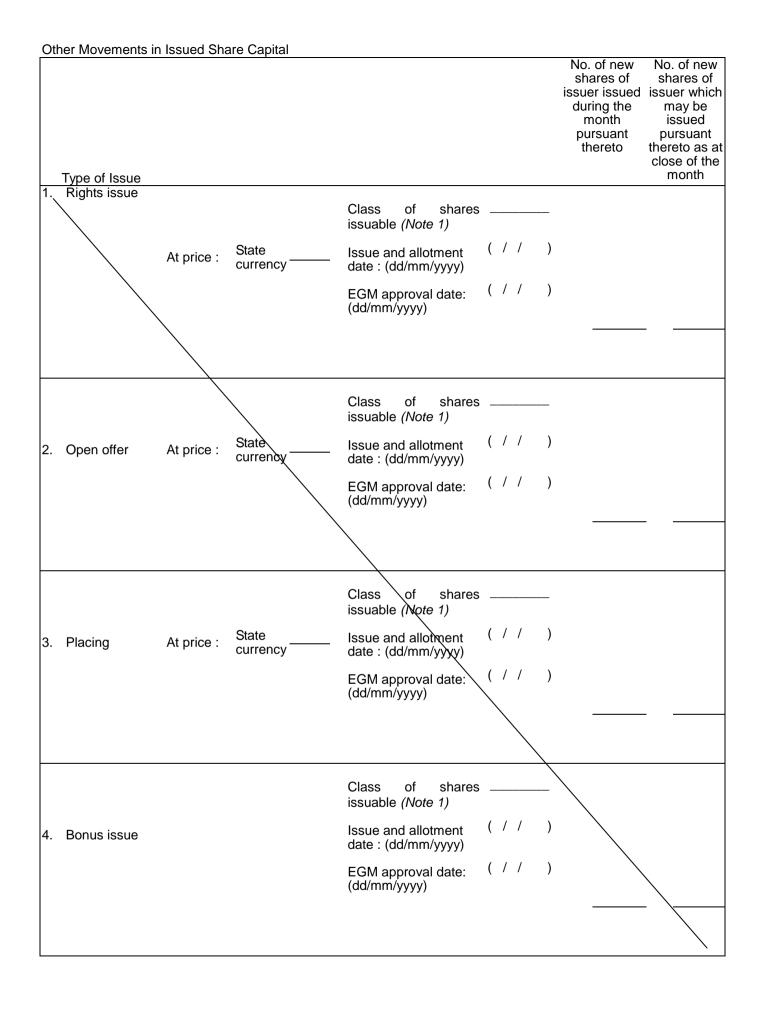
Share Options (und	ler Share Opt	ion Schemes c	of the Issuer)			
Particulars of					No. of new shares of	
share option					issuer issued during	of issuer which
scheme					the month pursuant thereto	may be issued
including EGM approval date		Movement dur	ing the month			pursuant thereto as at close of the
(dd/mm/yyyy) and						month
class of shares						monu
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
Exercise Price						
HK\$1.45 per share						
(21/05/2007)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	32,500,000
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)		_				
		IC	otal A. (Ordin		NIL	
			•	nce shares)	N/A	
			•	Other class)	N/A	
Total funds raised c		nth from exerci	se			
of options (State cu	rrency)			NIL		

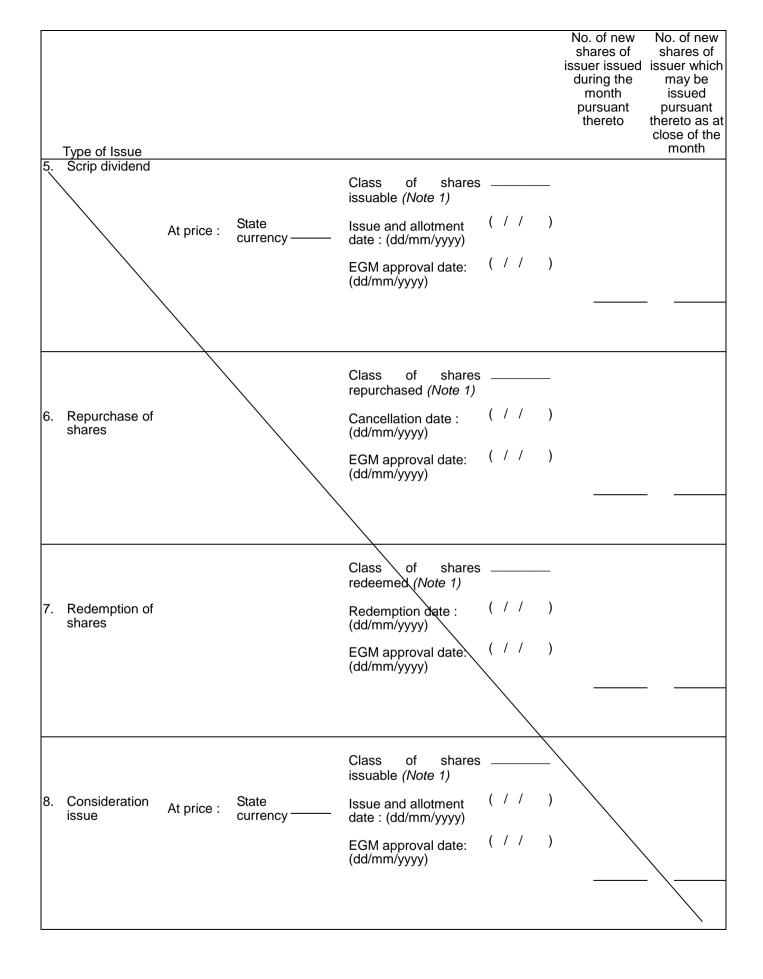
Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month 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						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
2.						
`	\backslash					
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price	/	<u>\</u>				
EGM approval date		$\overline{)}$				
(if applicable)		\mathbf{X}				
(dd/mm/yyyy) 3.	(/ /					
<u>.</u>						
(/ /)						
Stock code (if listed) Class of shares			\backslash			
inquichle (Note 1)						
Subscription price			\backslash			
EGM approval date (if applicable)			Ň	\backslash		
	(/ /)		\mathbf{i}		
4.	,			\backslash		
				\backslash		
(/ /)				\longrightarrow		
Stock code (if listed)					\backslash	
Class of shares					\backslash	
Subscription price EGM approval date					\backslash	
(if applicable)					\backslash	
	(/ /)				\backslash
		Total B	(Ording	ary shares)		\backslash
		TOTAL D	Preferen	ce shares)		- \
			(0	ther class)		
				·		\sim

Convertibles (i.e. Convertible	into Shares of th	ne Issuer which	ch 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
1. 6% convertible bonds						
	HK\$	30,000,000	0	30,000,000	0	16,574,585
Stock code (if listed)	<u> </u>	30,000,000		30,000,000	0	10,574,585
Class of shares	14/7					
issuable (Note 1)	Ordinary					
Subscription price	HK\$1.81 per shar	re				
EGM approval date						
(if applicable)	N1/A					
(dd/mm/yyyy))	N/A					
2. 10.5% convertible bonds						
	HK\$	150,000,000	0	150,000,000	0	81,300,813
Stock code (if listed)	<u> </u>	130,000,000	0	130,000,000	0	81,500,815
Class of shares	1					
issuable (Note 1)	Ordinary					
	HK\$1.845 per sha	re				
EGM approval date						
(if applicable)	N1/A					
(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)						
	(/ /)					
<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 charge)	NIL	
				ce shares)		-
				ther class)		-
			(-	-/		-

Options (other than under Share Option Schemes)	er which are to be Liste	ea, 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
A		
shares (Note 1)		
2.		
shares (Note 1)		
3.		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

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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)		
	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)		
	Total E. (Ordinary sha (Preference sha (Other cla	res) N/A	- - -

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

Remarks (if any):

Submitted by: Mr. Yam Chun Kit
Title: <u>Company Secretary</u> (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.