

#### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/04/2019</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	K Group Holdings Limited
Date Submitted	03/05/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares				
(1) Stock code : <u>8475</u> Desc	ription :	Ordinary Shares		
	No. of ordinary shares	Par value ( <i>HK</i> \$)	Authorised share capital (HK\$)	
Balance at close of preceding month	4,000,000,000	0.01	40,000,000.00	
Increase/(decrease)	NIL		NIL	
Balance at close of the month	4,000,000,000	0.01	40,000,000.00	
(2) Stock code : <u>N/A</u> Desc	ription :	N/2	A	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

#### 2. Preference Shares

Stock code :	<u>N/A</u> Description :		otion:	: <u>N/A</u>			
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of	preceding r	nonth					
Increase/(decrease)	1						
Balance at close of	the month						

# 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip		Description :	N/2	A
		No. of other classes of shar	(~~~~~~~	Authorised share capital (State currency)
Balance at close of	preceding 1	month		
Increase/(decrease)				
Balance at close of	the month			

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

40,000,000.00

# II. Movements in Issued Share Capital

	No. of ordina	ary shares	No. of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	400,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	400,000,000	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	•				No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement d	uring the month		thereto	as at close of the month
(dd/mm/yyyy) and					-	
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted on						
23 July 2018						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)		_			-	
2. N/A						
<u> </u>						
shares						
					·	
(Note 1)						
2 1/4						
<u>3. N/A</u>						
shares						
(Note 1)						
			Total A. (Ord	•		
			(Prefe	rence shares)	N/A	
				(Other class)	N/A	
Total funds raised during	the month fr	om exercise of	•			
options (State currency)				NIL		

Warrants to Issue Shares of the Is	ssuer which are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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 ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy)	( / / )				
<u>2. N/A</u>	_				
	-				
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / / )				
	_				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price					
EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )				
4. N/A	_				
	-				
( / / )					
Class of shares issuable ( <i>Note 1</i> )					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Tota	1 B. (Ordi	nary shares)	NIL	
		(Prefere	ence shares)	N/A	-
		(	Other class)	N/A	-

Convertibles (i.e. Convert	tible into Shares of the I	ssuer 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. <b>N/A</b>	6					
Stock code (if listed Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A		·				
Stock code (if listed Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A		·				
Stock code (if listed Class of shares issuable ( <i>Note 1</i> ) 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)			(Prefere	nary shares) ence shares) Other class)		

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
1N/A	-	
	-	
shares (Note 1)		
2. <u>N/A</u>	-	
	-	
( / / )	-	
shares (Note 1)		
3. N/A		
	_	
	-	
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)

Otl	her Movements in	n 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
	Type of issue					
			Class of shares issuable ( <i>Note 1</i> )	_		
1.	Rights issue	At price : State	Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		
					<u>N/A</u>	<u>N/A</u>
			Class of sharesissuable ( <i>Note 1</i> )	_		
2.	Open offer	At price : State	Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		
					<u>N/A</u>	<u>N/A</u>
			Class of sharesissuable ( <i>Note 1</i> )	_		
3.	Placing	At price : State	Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		
					N/A	<u>N/A</u>
			Class of sharesissuable (Note 1)	_		
4.	Bonus issue		Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)	N/A	N/A
					<u>N/A</u>	<u> </u>

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

	Type of Issue					No. of new shares of ssuer 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		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment	( / /	-		
).	reorganisation		date : (dd/mm/yyyy)		,		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
					-	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )		_		
10.	Other (Please specify)	At price : State	- Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Total E.	(Ordinary (Preference (Othe		es) 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 17.27A, 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 GEM of 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 : LAI WEIJIE, TERENCE

 Title
 Chairman and Executive Director

 (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 17.27A 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.