

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyy	y): <u>28/02/2019</u>		
To : Hong Kong Exchanges and Cle	earing Limited		
Name of Issuer SG Gr	oup Holdings Lim	ited	
Date Submitted 04/03/	2019		
I. Movements in Authorised Share C	Capital		
1. Ordinary Shares	_		
(1) Stock code : 8442 Descr	ription:	Ordinary	Shares
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	h 200,000,000	0.01	2,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	200,000,000	0.01	2,000,000
(2) Stock code : N/A Descr	ription :	N/A	1
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	h		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares			
Stock code : N/A Descrip	tion :	\	
	No. of preference shares	Par value (State currency)	•
Balance at close of preceding month_			
Increase/(decrease)		_	
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A Descrip	tion :	N/A	\
	No. of other classes of shares	Par value (State 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 e	nd of the month	(State	

currency):

HK\$2,000,000

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	32,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	32,000,000	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 No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto as at close of including EGM thereto Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1.**N/A** (/ / shares (Note 1) 2. **N/A** shares (Note 1) 3. **N/A** shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of the	e 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
1. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy) 2. N/A	(/ /)				
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	(/ /)				
т. 10//						
				<u></u>		_
(/ /)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total B	s. (Ordina	ary shares)	N/A	
			(Preferen	ice shares)	N/A	_
			(C	other class)	N/A	-

Convertibles (i.e. Convertible	into Shares of t	he Issuer wh	ich are to be List	ed)		
Class and description	Currency of amount outstanding	Amount a close of preceding month	Converted	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. N/A						
-						
	<u> </u>					
Otaal, aada (if liatad)						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2. N/A						
	_					
	_					
	_					
Otaala aada (if liatad)	 -			-	· 	
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)	(/ /)		Tatal 0 (0:2"	\	NI/A	
			Total C. (Ordina		N/A	_
			•	ice shares)	N/A	_
			(O	ther 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)

No. of new shares No. of new shares of of issuer issued issuer which may be during the month issued pursuant pursuant thereto thereto as at close of Full particulars including EGM approval date (dd/mm/yyyy), the month if applicable, and class of shares issuable: 1. **N/A** shares (Note 1) 2. **N/A** shares (Note 1) N/A shares (Note 1) Total D. (Ordinary shares) N/A

(Preference shares)

(Other class)

N/A

N/A

Οl	her Movements ir	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
	1 ypc or 1000c					
			Class of shares issuable (Note 1)			
1.	Rights issue	At price : State currency	Issue and allotment (/ / date : (dd/mm/yyyy))		
			LOW approval date.)		
			(dd/mm/yyyy)		<u>N/A</u>	N/A
			Class of shares			
		2	issuable (Note 1)	١		
2.	Open offer	At price : State currency	Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			(22)		N/A	N/A
			Class of sharesissuable (Note 1)			
3.	Placing	At price : State currency	_ Issue and allotment (/ / date : (dd/mm/yyyy))		
		·	EGM approval date: (/ /)		
			(dd/mm/yyyy)		N/A	N/A
			Olaca of skare			
			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

Class of shares State Issue and allotment (/ /)		Type of Jeeue				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
Issue and allotment (/ /)		Type of issue	Class of shares				
Class of shares							
Class of shares	5.	Scrip dividend		(/ /)		
Class of shares				(/ /)	N/A	N/A
Cancellation date : (/ /)							
6. Repurchase of shares Cancellation 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) N/A Class of shares issuable (Note 1) 8. Consideration issue At price: State currency lssue and allotment date: (/ /) EGM approval date: (/ /) But the control of shares issuable (Note 1) But the control of shares issuable (Note 1)	6.			(/ /)		
Class of shares redeemed (Note 1) 7. Redemption of shares				(/ /)	N/A	N/A
redeemed (Note 1) 7. Redemption of shares Redemption date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A Class of shares issuable (Note 1) 8. Consideration issue At price: State currency lssue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)							
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A Class of shares issuable (Note 1) 8. Consideration at price: State currency Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)							
Class of shares 8. Consideration issue At price: State currency Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	7.		Redemption date : (dd/mm/yyyy)	(/ /)		
Class of shares 8. Consideration issue At price: State currency Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)				(/ /)		
issuable (Note 1) 8. Consideration issue At price: State currency Issue and allotment date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)			(dd/iiii/yyyyy)			N/A	N/A
issue At price: currency date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)							
(dd/mm/yyyy)	8.			(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A

Type of Issue		shares of single issuer issued of sissued of sissued of sissued of sissued of sissue issued on the shares of sissue is such as a sissue is shares of sissue is shares	o. of new hares of uer which may be issued ursuant reto as at ose of the month
	Class of shares		
	issuable (Note 1)		
Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
		<u>N/A</u>	N/A
	Class of sharesissuable (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
	Total E. (Ordin		
	shar (Preference shar (Other cla	es) N/A	
Total increase / (decrease) in ordinary shares dur	ing the month (i.e. Total of A to E):	(1) Nil	
		(2) N/A	
Total increase / (decrease) in preference shares of	,		
Total increase / (decrease) in other classes of sha E):	ares during the month (i.e. Total of A	to N/A	١
(These figures should be the same as the relevar Capital").)	nt figures under II above ("Movemen	ts in 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 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.
N/A	
Submi	tted by:Choi King Ting, Charles
Title:	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.