

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

Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges ar | nd Clearing Limited | | | |
|----------------------------------|-------------------------------|------------------------|----------------------------|---|
| Name of Issuer Date Submitted | SG Group Holdin 02/02/2018 | gs Limited | _ | |
| I. Movements in Authorise | ed Share Capital | | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : <u>8442</u> | Descr | iption: Ordinary S | hares | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding | month | 200,000,000 | HK\$0.01 | HK\$2,000,000 |
| Increase/(decrease) | | NIL | | NIL |
| Balance at close of the month | | 200,000,000 | HK\$0.01 | HK\$2,000,000 |
| (2) Stock code: | Descri | iption : | | |
| | | 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 | | | | |

31/01/2018

2. Preference Shares

| Stock code: | Description : | | |
|-------------------------------------|--------------------------|----------------------------|---|
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | _ | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code: | Description : | |
|-------------------------------------|---|---|
| | No. of other Par value classes of shares (State current | 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 (*State currency*):

HK\$2,000,000

II. Movements in Issued Share Capital

| | No. of or | dinary shares | No of preference | No. of other classe | |
|--|------------|---------------|------------------|---------------------|--|
| | (1) | (2) | shares | of shares | |
| Balance at close of preceding month | 32,000,000 | _ | | | |
| Increase/ (decrease) during the month | NIL | | | | |
| Balance at close of the month | 32,000,000 | | | | |

III. Details of Movements in Issued Share Capital

Total funds raised during the month from exercise of

options (State currency)

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 Movement during the month approval date thereto as at close of the month (dd/mm/yyyy) and class of shares issuable Granted Cancelled Exercised Lapsed shares (*Note 1*) shares (*Note 1*) (Note 1) Total A. (Ordinary shares)

> (Preference shares) (Other class)

Warrants to Issue Shares of the Issuer which are to be Listed

| Wallants to issue bilares of the iss | uci willell are t | 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. | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | |
| Subscription price | \ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | |) | | | | |
| 2. | | | | | | |
| | | | | | | |
| (/ /) | | \ <u> </u> | | · - | | - |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ / | , \ | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | $\overline{}$ | · - | | <u> </u> |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | \ | | |
| issuable (Note 1) | | | | | | |
| Subscription price EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 4. | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | T. (.1 P | (01) | nonz chomo ol | | |
| | | Total B. | (Oran Prefere | nary shares) ence shares) | | - |
| | | | (| Other class) | | _ |
| | | | | · | · | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | | aı | rency of mount standing | of j | unt at close 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. | | | | | | | | | |
| | | | | | | | | | |
| 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 EGM approval date (if applicable) (dd/mm/yyyy) | (| / | / |) | | | | | |
| | | | | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (| / | / |) | | | | | |
| 4. | | | | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | | | | |
| Subscription price EGM approval date | | | | | | | | | |
| (if applicable) (dd/mm/yyyy) | (| / | / |) | Т | otal C. (Ordin | nary shares) | | |
| | | | | | | (Prefere | once shares) Other class) | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including 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. | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| 2. | | |
| 2. | | |
| | | |
| | | |
| shares (Note L) | | |
| | | |
| 3 | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| T-4-1D (O.T1) | | |
| Total D. (Ordinary shares) (Preference shares) | | |
| (Other class) | | |
| (Other class) | | |
| | | |

| Ot | her Movements is | n Issued Share C | 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 |
| | | | | Class of shares issuable (Note 1) | | _ | | |
| 1. | Rights issue | 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) | (/ / |) | | |
| | | | | | | | | |
| I | | | | | | | | \ |

| | 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 issuable (Note 1) | _ | | | _ | | |
| 5. | Scrip dividend | 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) | (| / | / |) | | |
| | | | BGM 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) | (| / | / |) | | . <u> </u> |
| | | | Class of shares issuable (Note 1) | | | | | | \ |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |

| | 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 |
|---|--|--|
| Type of Issue | | month |
| Class of shares issuable (Note 1) 10. Other (Please specify) At price: State currency EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | | |
| Total E. (Ordinary shares) | | • |
| (Preference share | | |
| (Other clas | s) | |

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

| Remarks (if any) | |
|------------------|--|
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| | |
| Submitted by: | Tsang Oi Yin |
| Title: | Company Secretary |
| | (Director, Secretary or other duly authorised officer) |
| | |
| | |

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.