

## Monthly Return of Equity Issuer on Movements in Securities

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

31/10/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Sterling Group Holdings Limited

Date Submitted

01/11/2018

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

|  |                        |                               |  |
|--|------------------------|-------------------------------|--|
| (1) Stock code : <u>01825</u> Description : <u>Ordinary Shares</u> |                        |                               |  |
|  | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Opening balance upon listing on 19 October 2018 (see remarks)      | <u>10,000,000,000</u>  | <u>HK\$0.01</u>               | <u>HK\$100,000,000</u>                       |
| Increase/(decrease)  | <u>Nil</u>             |                               | <u>Nil</u>                                   |
| Balance at close of the month                                      | <u>10,000,000,000</u>  | <u>HK\$0.01</u>               | <u>HK\$100,000,000</u>                       |
| (2) Stock code : <u>N/A</u> Description : _____                    |                        |                               |  |
|  | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                                | _____                  | _____                         | _____  |
| Increase/(decrease)  | _____                  |                               | _____  |
| Balance at close of the month                                      | _____                  | _____                         | _____  |

## 2. Preference Shares

|                                     |                          |                            |   |
|-------------------------------------|--------------------------|----------------------------|---|
| Stock code : <b>N/A</b>             | 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 : <b>N/A</b>             | Description :                  |                            |   |
|                                     | 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 end of the month (State currency) : **HK\$100,000,000**

## II. Movements in Issued Share Capital

|   | No. of ordinary shares<br>(1) | (2)        | No of preference shares | No. of other classes of shares |
|---|-------------------------------|------------|-------------------------|--------------------------------|
| Opening balance upon listing on 19 October 2018 (see remarks) | <b>800,000,000</b>            | <b>N/A</b> | <b>N/A</b>              | <b>N/A</b>                     |
| Increase/ (decrease) during the month                         | <b>Nil</b>                    | <b>N/A</b> | <b>N/A</b>              | <b>N/A</b>                     |
| Balance at close of the month                                 | <b>800,000,000</b>            | <b>N/A</b> | <b>N/A</b>              | <b>N/A</b>                     |

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| 1. Share Option Scheme adopted on 21/9/2018  |                           |           |           |        |  |   |
| Ordinary shares (Note 1)   | Nil                       | Nil       | Nil       | Nil    | Nil  | Nil   |
| 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  |   |

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

| 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 |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1. <b>N/A</b>  |                                 |  |                                  |   |   |   |
| (   /   /   )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |   |   |   |
| 2. <b>N/A</b>  |                                 |  |                                  |   |   |   |
| (   /   /   )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |   |   |   |
| 3. <b>N/A</b>  |                                 |  |                                  |   |   |   |
| (   /   /   )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |   |   |   |
| 4. <b>N/A</b>  |                                 |  |                                  |   |   |   |
| (   /   /   )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |   |   |   |
| Total B.   |                                 |  |                                  |   | (Ordinary shares)   | <b>N/A</b>  |
|  |                                 |  |                                  |   | (Preference shares)   | <b>N/A</b>  |
|  |                                 |  |                                  |   | (Other class)   | <b>N/A</b>  |

Convertibles (i.e. Convertible into Shares of the Issuer 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>                                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 2. <b>N/A</b>                                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 3. <b>N/A</b>                                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 4. <b>N/A</b>                                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | <b>N/A</b>   |   |
| (Preference shares)                            |                                |                                    |                            |                              | <b>N/A</b>   |   |
| (Other class)                                  |                                |                                    |                            |                              | <b>N/A</b>   |   |

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. <b>N/A</b><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                      |  |   |
| 2. <b>N/A</b><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                      |  |   |
| 3. <b>N/A</b><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )                                      |  |   |
| <br>Total D.    (Ordinary shares)<br>(Preference shares)<br>(Other class)                               | <br><b>N/A</b><br><b>N/A</b><br><b>N/A</b>                           |   |

## Other Movements in 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. Rights issue | At price : | State currency _____ | Class of shares issuable (Note 1) <b>N/A</b><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : | State currency _____ | Class of shares issuable (Note 1) <b>N/A</b><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : | State currency _____ | Class of shares issuable (Note 1) <b>N/A</b><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |            |                      | Class of shares issuable (Note 1) <b>N/A</b><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |

| 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 |
|-------------------------|------------|----------------------|---|------------------|--|---|
| 5. Scrip dividend       | At price : | State currency _____ | Class of shares issuable ( <i>Note 1</i> )    | <b>N/A</b> _____ |  |   |
|                         |            |                      | Issue and allotment date : (dd/mm/yyyy)       | ( / / )          |  |   |
|                         |            |                      | EGM approval date: (dd/mm/yyyy)               | ( / / )          | _____  | _____   |
| 6. Repurchase of shares |            |                      | Class of shares repurchased ( <i>Note 1</i> ) | <b>N/A</b> _____ |  |   |
|                         |            |                      | Cancellation date : (dd/mm/yyyy)              | ( / / )          |  |   |
|                         |            |                      | EGM approval date: (dd/mm/yyyy)               | ( / / )          | _____  | _____   |
| 7. Redemption of shares |            |                      | Class of shares redeemed ( <i>Note 1</i> )    | <b>N/A</b> _____ |  |   |
|                         |            |                      | Redemption date : (dd/mm/yyyy)                | ( / / )          |  |   |
|                         |            |                      | EGM approval date: (dd/mm/yyyy)               | ( / / )          | _____  | _____   |
| 8. Consideration issue  | At price : | State currency _____ | Class of shares issuable ( <i>Note 1</i> )    | <b>N/A</b> _____ |  |   |
|                         |            |                      | Issue and allotment date : (dd/mm/yyyy)       | ( / / )          |  |   |
|                         |            |                      | EGM approval date: (dd/mm/yyyy)               | ( / / )          | _____  | _____   |



|                               |  |                   |                                    | 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 |
|-------------------------------|--|-------------------|------------------------------------|---|---|
| Type of Issue                 |  |                   |                                    |   |   |
| 9. Capital<br>reorganisation  | Class of shares<br>issuable (Note 1)       |                   |                                    | <b>N/A</b>  |   |
|                               | Issue and allotment<br>date : (dd/mm/yyyy) |                   |                                    | ( / / )   |   |
|                               | EGM approval date:<br>(dd/mm/yyyy)         |                   |                                    | ( / / )   |   |
| 10. Other<br>(Please specify) | At price :                                 | State<br>currency |                                    |   |   |
|                               | Class of shares<br>issuable (Note 1)       |                   |                                    | <b>N/A</b>  |   |
|                               | Issue and allotment<br>date : (dd/mm/yyyy) |                   |                                    | ( / / )   |   |
|                               |  |                   | EGM approval date:<br>(dd/mm/yyyy) | ( / / )   |   |
| Total E. (Ordinary<br>shares) |  |                   |                                    | <b>N/A</b>  |   |
| (Preference shares)           |  |                   |                                    | <b>N/A</b>  |   |
| (Other class)                 |  |                   |                                    | <b>N/A</b>  |   |

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

Remarks (if any):

**The shares of the Company were initially listed on the Main Board of The Stock Exchange of Hong Kong Limited on 19 October 2018.**

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Submitted by: **LEUNG Kin Chuen**

Title: **Company Secretary**  
(Director, Secretary or other duly authorised officer)

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*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.*