HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

30/09/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Sterling Group Holdings Limited
Date Submitted	03/10/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>01825</u> Des	scription : Ordinar	y Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	onth 10,000,000,000	HK\$0.01	HK\$100,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	10,000,000,000	HK\$0.01	HK\$100,000,000
(2) Stock code : <u>N/A</u> De	scription :		
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding mo	onth		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :	N/A	Descript	ion :		
			No. of preference shares	Par value <i>(State</i> <i>currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at clos	e of preced				
Increase/(decre	ease)	_		-	
Balance at clos	e of the mo	nth _		. <u>.</u>	

3. Other Classes of Shares

Stock code :	N/A	_Descript	tion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedir	g month		<u> </u>	
Increase/(decre	ease)	_		-	
Balance at close	e of the mon	h			

Total authorised share capital at the end of the month (*State currency*) :

HK\$100,000,000

II. Movements in Issued Share Capital

	No. of ordina	iry shares	No of preference	No. of other		
-	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	800,000,000	N/A	N/A	<u> </u>		
Increase/ (decrease) during the month	Nil	N/A	N/A_	<u>N/A</u>		
Balance at close of the month	800,000,000	N/A	<u> </u>	N/A		

III. Details of Movements in Issued Share Capital

Share Options (unc	ler <u>Share Opt</u> i	ion <u>Schemes</u> of	of th <u>e Issuer)</u>	_		
Particulars of share option scheme including EGM		•				No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date	N	lovement duri	ng the month	month Inereto		the month
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share	Granted	LACICISCO	Gancened	Lapseu		
Option						
Scheme						
adopted on						
(21/09/2018)						
Ordinary						
shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
<u>3. N/A</u>						
(/ /)						
shares						
(Note 1)						
		Tota	l A. (Ordina	ry shares)	Nil	
			(Preferenc			
			•	her class)	N/A	
Total funds raised co of options (State cu		oth from exerc	ise		Nil	

Warrants to Issue Shares of the	e Issuer which	are to be List	ted			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal valu at close of preceding month	Exercised	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 (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A	(/ /					
(/) Stock code (if listed)						
(/ /)						-
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)	(/ /)				
		Tota	al B. (Ordina	ary shares)	N/A	
		1010	•	ce shares)		-
				ther class)		-

Convertibles (i.e. Convertible	e into Shares of th	e Issuer whi	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 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 (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 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)						
(ii applicable) (dd/mm/yyyy) <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		N/A	
			(Preferen	ce shares)	N/A N/A	
			U)		1 N/ P	<u>.</u>

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. N/A		
shares (Note 1)		·
2. <u>N/A</u>		
shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
	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)

Oth	ner Movements	in Issued Sha	ire Capital				No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant
	Type of Issue						pursuant thereto	thereto as at close of the month
				Class of shares issuable (Note 1)	N/A	<u> </u>		
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	N/A	·		
2.	Open offer	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	N/A			
3.	Placing	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	N/A			
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				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
				Class of shares issuable (Note 1)	N/A			
5.	Scrip dividend	At price :	State currency ———	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares redeemed (Note 1)	N/A			
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	N/A			
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				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	
		Class of shares N/A issuable (Note 1)			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy) (/ /)			
		EGM approval date: (dd/mm/yyyy) (/ /)			
		Class of shares N/A issuable (<i>Note 1</i>)			
10.	Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy) (/ /)			
		EGM approval date: (dd/mm/yyyy) (///)			
	Total E. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>				

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 Capital").)	Issued Share

IV. Confirmations

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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 duty 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: CHUNG SAM KWOK WAI

Title: 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 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.