

## Monthly Return of Equity Issuer on Movements in Securities

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

31/03/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

**Sterling Group Holdings Limited**

Date Submitted

**01/04/2020**

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : **01825** Description : **Ordinary Shares**

|                                     | No. of ordinary<br>shares    | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|------------------------------|--|--|
| Balance at close of preceding month | <u><b>10,000,000,000</b></u> | <u><b>HK\$0.01</b></u>                     | <u><b>HK\$100,000,000</b></u>                            |
| Increase/(decrease)                 | <u><b>Nil</b></u>            |  | <u><b>Nil</b></u>  |
| Balance at close of the month       | <u><b>10,000,000,000</b></u> | <u><b>HK\$0.01</b></u>                     | <u><b>HK\$100,000,000</b></u>                            |

(2) Stock code : **N/A** Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| 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<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| 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<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| 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<br>shares | No. of other<br>classes of shares |
|--|-------------------------------|------------|----------------------------|-----------------------------------|
| Balance at close of<br>preceding month   | <b>800,000,000</b>            | <b>N/A</b> | <b>N/A</b>                 | <b>N/A</b>                        |
| Increase/ (decrease)<br>during the month | <b>Nil</b>                    | <b>N/A</b> | <b>N/A</b>                 | <b>N/A</b>                        |
| Balance at close of<br>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<br>share option<br>scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable | Movement during the month |            |            |            | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant<br>thereto as at close of<br>the month |
|---|---------------------------|------------|------------|------------|---|---|
|   | Granted                   | Exercised  | Cancelled  | Lapsed     |   |   |
| <b>1. Share<br/>Option<br/>Scheme<br/>adopted on<br/>(21/09/2018)<br/>Ordinary<br/>shares<br/>(Note 1)</b>                    | <b>Nil</b>                | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> | <b>Nil</b>  | <b>Nil</b>  |
| <b>2. N/A</b>   |                           |            |            |            |   |   |
| <b>3. N/A</b>   |                           |            |            |            |   |   |
| <b>Total A. (Ordinary shares)</b>   |                           |            |            |            | <b>Nil</b>  |   |
| <b>(Preference shares)</b>  |                           |            |            |            | <b>N/A</b>  |   |
| <b>(Other class)</b>  |                           |            |            |            | <b>N/A</b>  |   |
| <b>Total funds raised during the month from exercise<br/>of options (State currency)</b>                                      |                           |            |            |            | <b>Nil</b>  |   |

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

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:

|    |                            |     |  |
|----|----------------------------|-----|--|
| 1. | N/A                        |     |  |
|    |                            |     |  |
|    |                            |     |  |
|    | ( / / )                    |     |  |
|    | shares (Note 1)            |     |  |
| 2. | N/A                        |     |  |
|    |                            |     |  |
|    |                            |     |  |
|    | ( / / )                    |     |  |
|    | shares (Note 1)            |     |  |
| 3. | N/A                        |     |  |
|    |                            |     |  |
|    |                            |     |  |
|    | ( / / )                    |     |  |
|    | shares (Note 1)            |     |  |
|    | Total D. (Ordinary shares) | N/A |  |
|    | (Preference shares)        | N/A |  |
|    | (Other class)              | N/A |  |

## Other Movements in Issued Share Capital

|                 |            |                         |   | 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   |            |                         |   |   |   |
| 1. Rights issue | At price : | State<br>currency _____ | Class of shares<br>issuable ( <i>Note 1</i> ) | <b>N/A</b><br>_____   |   |
|                 |            |                         | Issue and allotment<br>date : (dd/mm/yyyy)    | ( / / )   |   |
|                 |            |                         | EGM approval date:<br>(dd/mm/yyyy)            | ( / / )   |   |
| 2. Open offer   | At price : | State<br>currency _____ | Class of shares<br>issuable ( <i>Note 1</i> ) | <b>N/A</b><br>_____   |   |
|                 |            |                         | Issue and allotment<br>date : (dd/mm/yyyy)    | ( / / )   |   |
|                 |            |                         | EGM approval date:<br>(dd/mm/yyyy)            | ( / / )   |   |
| 3. Placing      | At price : | State<br>currency _____ | Class of shares<br>issuable ( <i>Note 1</i> ) | <b>N/A</b><br>_____   |   |
|                 |            |                         | Issue and allotment<br>date : (dd/mm/yyyy)    | ( / / )   |   |
|                 |            |                         | EGM approval date:<br>(dd/mm/yyyy)            | ( / / )   |   |
| 4. Bonus issue  |            |                         | Class of shares<br>issuable ( <i>Note 1</i> ) | <b>N/A</b><br>_____   |   |
|                 |            |                         | Issue and allotment<br>date : (dd/mm/yyyy)    | ( / / )   |   |
|                 |            |                         | EGM approval date:<br>(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><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 6. Repurchase of shares |            |                      | Class of shares repurchased ( <i>Note 1</i> ) <b>N/A</b><br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____  | _____   |
| 7. Redemption of shares |            |                      | Class of shares redeemed ( <i>Note 1</i> ) <b>N/A</b><br>Redemption date : (dd/mm/yyyy) ( / / )<br>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><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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 month |
|----------------------------|---|---|---------|--|---|
| Type of Issue              |   |   |         |  |   |
| 9. Capital reorganisation  | Class of shares issuable (Note 1)       |   | N/A     |  |   |
|                            | Issue and allotment date : (dd/mm/yyyy) |   | ( / / ) |  |   |
|                            | EGM approval date: (dd/mm/yyyy)         |   | ( / / ) |  |   |
|                            |   |   |         |  |   |
| 10. Other (Please specify) | At price : State currency               | Class of shares issuable (Note 1)       |         | N/A  |   |
|                            |   | Issue and allotment date : (dd/mm/yyyy) |         | ( / / )  |   |
|                            |   | EGM approval date: (dd/mm/yyyy)         |         | ( / / )  |   |
|                            |   |   |         |  |   |
| Total E. (Ordinary shares) |   |   |         | N/A  |   |
| (Preference shares)        |   |   |         | N/A  |   |
| (Other class)              |   |   |         | 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 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;

- Remarks (if any):

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

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.*