



**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) : 31/12/2017**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Hifood Group Holdings Co., Limited

Date Submitted 2 January 2018

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

|                                     |                                   |                               |  |
|-------------------------------------|-----------------------------------|-------------------------------|--|
| (1) Stock code : <u>00442</u>       | Description : <u>HIFOOD GROUP</u> |                               |  |
|                                     | No. of ordinary shares            | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | <u>2,000,000,000</u>              | <u>HK\$0.005</u>              | <u>HK\$10,000,000.00</u>                     |
| Increase/(decrease)                 | <u>Nil</u>                        |                               | <u>Nil</u>                                   |
| Balance at close of the month       | <u>2,000,000,000</u>              | <u>HK\$0.005</u>              | <u>HK\$10,000,000.00</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 : <u>N/A</u>             | 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 : <u>N/A</u>             | 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\$10,000,000.00**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | <b>172,600,000</b>     | --  | --                      | --                             |
| Increase/ (decrease) during the month | <b>0</b>               | --  | --                      | --                             |
| Balance at close of the month         | <b>172,600,000</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 10/02/2015   |                           |           |                            |        |  |   |
| Ordinary shares (Note 1)   | NIL                       | NIL       | NIL                        | NIL    | NIL  | NIL   |
| 2. --  |                           |           |                            |        |  |   |
| ( / / ) shares (Note 1)  | --                        | --        | --                         | --     | --   | --  |
| 3. --  |                           |           |                            |        |  |   |
| ( / / ) shares (Note 1)  | --                        | --        | --                         | --     | --   | --  |
|  |                           |           | Total A. (Ordinary shares) |        | 0  |   |
|  |                           |           | (Preference shares)        |        | --   |   |
|  |                           |           | (Other class)              |        | --   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | 0      |  |   |

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 |
|--|---------------------------------|--|----------------------------------|---|---|---|
| <b>1. Unlisted Warrants</b>                              |                                 |  |                                  |   |   |   |
|  | HK\$                            | 88,200,000   | -                                | 88,200,000                                | -   | 12,600,000  |
| (14/08/2019)   |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   | N/A                             |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     | Ordinary Shares                 |  |                                  |   |   |   |
| Subscription price                                       | HK\$7.00                        |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | (10/08/2017)                    |  |                                  |   |   |   |
| <b>2.</b>  |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )                         |  |                                  |   |   |   |
| <b>3.</b>  |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )                         |  |                                  |   |   |   |
| <b>4.</b>  |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                     |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )                         |  |                                  |   |   |   |
| Total B.   |                                 |  |                                  |   | (Ordinary shares)   | 0   |
|  |                                 |  |                                  |   | (Preference shares)   | --  |
|  |                                 |  |                                  |   | (Other class)   | --  |

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

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 _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 2. Open offer   | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 3. Placing      | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 4. Bonus issue  |            |                      | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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 (Note 1) _____<br>Issue and allotment date : ( dd / mm / yyyy ) _____<br>EGM approval date: ( dd / mm / yyyy ) _____ | _____   | _____ |
| 6.            | Repurchase of shares |                  |                      | Class of shares repurchased (Note 1) _____<br>Cancellation date : ( dd / mm / yyyy ) _____<br>EGM approval date: ( dd / mm / yyyy ) _____     | _____   | _____ |
| 7.            | Redemption of shares |                  |                      | Class of shares redeemed (Note 1) _____<br>Redemption date : ( dd / mm / yyyy ) _____<br>EGM approval date: ( dd / mm / yyyy ) _____          | _____   | _____ |
| 8.            | Consideration issue  | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<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 |
|----------------------------|---|---|--|---|
| 9. Capital reorganisation  | Class of shares issuable (Note 1) _____       |   |  |   |
|                            | 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) _____       |   |  |   |
|                            |   | Issue and allotment date : (dd/mm/yyyy) _____ |  |   |
|                            |   | EGM approval date: (dd/mm/yyyy) _____         |  |   |
| Total E. (Ordinary shares) |   |   | _____  | _____   |
| (Preference shares)        |   |   | _____  | _____   |
| (Other class)              |   |   | _____  | _____   |

|   |     |     |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 0   |
|   | (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):                         |     | - - |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remarks (if any):

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Submitted by: Tricor Investor Services Limited

Title: Branch Share Registrar  
(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.*