

Monthly Return of Equity Issuer on Movements in Securities

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

31/12/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Suncity Group Holdings Limited

Date Submitted

02/01/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|---|---------------------------|----------------------------------|---|
| (1) Stock code : <u>1383</u> Description : <u>SUNCITY GROUP</u> | | | |
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | <u>50,000,000,000</u> | <u>0.10</u> | <u>5,000,000,000.00</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| () | | | |
| Balance at close of the month | <u>50,000,000,000</u> | <u>0.10</u> | <u>5,000,000,000.00</u> |
| (2) Stock code : <u>N/A</u> Description : <u>N/A</u> | | | |
| | 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 | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------------|--|--|
| Stock code : | N/A | | |
| Description : | N/A | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<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 : | N/A | | |
| Description : | N/A | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<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 (*HK\$*) : 5,000,000,000.00

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 | <u>6,666,972,746</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>-</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>6,666,972,746</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

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 Exercise Price -HK\$0.344 (31/01/2007) | | | | | | |
| Ordinary shares | -- | -- | -- | -- | -- | 92,400,187 |
| 2.Share Option Scheme Exercise Price -HK\$0.202 (02/06/2016) | | | | | | |
| Ordinary shares | -- | -- | -- | -- | -- | 135,000,000 |
| 3.Share Option Scheme Exercise Price -HK\$0.7 (02/06/2016) | | | | | | |
| Ordinary shares | -- | -- | -- | -- | -- | 37,000,000 |
| 4.Share Option Scheme Exercise Price -HK\$0.455 (02/06/2016) | | | | | | |
| Ordinary shares | -- | -- | -- | -- | -- | 60,500,000 |
| Sub-total: | | | | | | 324,900,187 |
| Total A. | | | (Ordinary shares) | | N/A | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | N/A | |

Warrants to Issue Shares of the Issuer which are 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. _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| 3. _____ _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (/ /) 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) _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A | | | | | | |

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 |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| <u>1. Convertible Bonds</u> | | | | | | |
| | HKD | 402,000,000 | N/A | 402,000,000 | N/A | 1,546,153,846 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.260 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | 14/11/2016 | | | | | |
| <u>2. Convertible Bonds</u> | | | | | | |
| | HKD | 297,000,000 | N/A | 297,000,000 | N/A | 329,999,999 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.900 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | 21/11/2017 | | | | | |
| <u>3.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| <u>4.</u> | | | | | | |
| 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) | | N/A | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | 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)

| 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 <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1) | | |
| 2. <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1) | | |
| 3. <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1) | | |
| <div style="text-align: right;">Total D. (Ordinary shares)</div> | N/A | |
| <div style="text-align: right;">(Preference shares)</div> | N/A | |
| <div style="text-align: right;">(Other class)</div> | N/A | |

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) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | N/A | N/A |
| 2. Open Offer | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| 3. Placing | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| 4. Bonus issue | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |

| 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) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 6. | Repurchase of share | At price : | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 7. | Redemption of share | At price : | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 8. | Consideration issue | At price : | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 9. | Capital reorganisation | At price : | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |

| 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 |
|-----------------------------|------------|----------------|--|--|---|
| 10. Others (please specify) | At price : | State currency | Class of shares issuable (<i>Note 1</i>) _____ | (/ /) | |
| | | | Issue and allotment date : (dd/mm/yyyy) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 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) | <u>N/A</u> |
| | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

