

Monthly Return of Equity Issuer on Movements in Securities

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

30/06/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	寶業集團股份有限公司 Baoye Group Company Limited*
Date Submitted	02/07/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>N/A</u> Descrip	otion :	N/A	Α
	No. of ordinary shares	(State	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
(2) Stock code : <u>N/A</u> Descrip	otion :	Δ	
	No. of ordinary shares		
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

\* For identification purpose only

## 2. Preference Shares

Stock code :	ock code : <u>N/A</u> Descrip		ption :		<u> </u>
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	of precedin	g month			
Increase/(decreas	e)	_		-	
Balance at close c	of the mon	th _			

## 3. Other Classes of Shares

Stock code :	N/A Description :		N/A	<u> </u>	
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	of precedir	ng month			
Increase/(decreas	e)	-			
Balance at close o	of the mon	th _			

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

## II. Movements in Issued Share Capital

	No. of ordinary shares (1) (2) H Share Domestic Share		No of preference shares	No. of other classes of shares	
Balance at close of preceding month	211,922,000	350,742,053	N/A	N/A	
Increase/ (decrease) during the month	NIL	NIL	N/A	N/A	
Balance at close of the month	211,922,000	350,742,053	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (un	der Share Opt	ion Schemes o	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant thereto	issued pursuant thereto as at close of
including EGM approval date	N	Novement duri	ng the month		thereto	the month
(dd/mm/yyyy)						
and class of						
shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
( / / )						
shares						
(Note 1)						
2. N/A						
( / / )						
shares						
(Note 1)						
2 11/4						
<u>3. N/A</u>						
shares						
(Note 1)						
(Note I)		Tota	IA. (Ordina	ry sharps)	$N/\Delta$	
		iola		ce shares)		
				her class)		
Total funds raised	during the mo	nth from everci				
of options (State c			N/A			
r · · · · (- · · · · ·	- , ,					

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. N/A						
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A	( / /	)				
<b>2.</b> 1\//1						
Class of shares issuable (Note 1)						
Subscription price						
(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) (dd/mm/yyyy)	( / /	)				
4. N/A	, ,	,				
( / / ) Stock code (if listed) Class of shares						
issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Total B	. (Ordina	ary shares) N/A		

Warrants t		Shares	of tha	leeuor	which	ore to	ha Listad	
wananis i	oissue	Shares	oi the	Issuer	which	are to	be Listed	

(	
(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
1. N/A						
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) (dd/mm/yyyy)	(//)					
<u>4. N/A</u>	<u> </u>					
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Cubecristics stics						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
			Fotal C. (Ordina			
				ce shares) N/A ther class) N/A		
			(0)	<u>1,71</u>		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	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
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
<ol> <li>On 23 March 2018, the Board proposes the resolutions relating to the proposed adoption of the Share Incentive Scheme regarding Non-tradable and Non-listed Domestic Shares for consideration and approval by way of a special resolution at the Shareholders' General Meeting and the Class Meetings. Under the Share Incentive Scheme, the Board is authorised to issue up to 29,310,503 new Domestic Shares at the Grant Price of HK\$5.17 per Incentive Share, to the Employee Stock Ownership Plans ("ESOP") as Incentive Shares under the Scheme, and the Participants will be indirectly interested in the Incentive Shares through their interests in the ESOP. For details, please refer to the Company's announcement dated 23 March 2018.</li> </ol>		
(Subject to approval at Shareholders' General Meeting & Class Meetings) Domestic shares (Note 1)	NIL	NIL
2. <u>N/A</u>		
3. <u>N/A</u>		
Total D. (Ordinary shares) (Preference shares) (Other class)	NIL 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
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)	( / /	)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	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>
3.	Placing	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>
4.	Bonus issue			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>

	Type of leave						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							
5.	Scrip dividend	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>
6.	Repurchase of shares			Class of shares repurchased ( <i>Note 1</i> ) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares redeemed ( <i>Note 1</i> ) Redemption 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>

	Type of Issue				No. of new shares of issuer during the month pursuant thereto	shares of issuer which may be
9.	Capital reorganisation		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>	N/A
	01		Class of shares issuable (Note 1)			
10.	Other (Please specify) At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )	)	
			EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>
				dinary shar erence shar (Other cla	es) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	H Shares – NIL		
	(2)	A Shares – NIL		
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	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;
- (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 duly 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):

N/A

Submitted by: Pang Baogen
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.