



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

For the month ended (dd/mm/yyyy) : 31/03/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer RCG Holdings Limited

Date Submitted 01/04/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 802 Description : ---

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>2,250,000,000</u>	<u>HK\$0.04</u>	<u>HK\$90,000,000.00</u>
Increase/(decrease)	<u>---</u>	<u>---</u>	<u>---</u>
Balance at close of the month	<u>2,250,000,000</u>	<u>HK\$0.04</u>	<u>HK\$90,000,000.00</u>

(2) Stock code : N/A Description : ---

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>---</u>	<u>---</u>	<u>---</u>
Increase/(decrease)	<u>---</u>	<u>---</u>	<u>---</u>
Balance at close of the month	<u>---</u>	<u>---</u>	<u>---</u>



## 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	1,503,729,744	---	---	---
Increase/ (decrease) during the month	20,000,000	---	---	---
Balance at close of the month	<b>1,523,729,744</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 Options granted in 2010 under the Share Option Scheme 16/10/2008 Exercise Price at HK\$25.44 Ordinary shares	NIL	NIL	NIL	NIL	NIL	-316,295-
2. Share Options granted in 2016 under the Share Option Scheme 28/06/2013 Exercise Price at HK\$0.237 Ordinary shares	NIL	20,000,000	NIL	NIL	20,000,000	-5,000,000-
3.   ( / / ) shares						
			Total A. (Ordinary shares)		20,000,000	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$4,740,000.00	

## 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. 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)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B. (Ordinary shares)					NIL	
(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)		( / / )				
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total C. (Ordinary shares)	NIL	
				(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
<p>1. On 1 March 2016, SEEC Media Securities Limited and the Company entered into a placing agreement pursuant to which SEEC Media Securities Limited has conditionally agreed on a best effort basis to procure not less than six independent placees to subscribe, in up to 2 tranches, for up to HK\$475,000,000 of the convertible bonds.</p> <p>Assuming the convertible bonds are fully placed, upon full conversion of the convertible bonds at the conversion price of HK\$0.25, a total of 1,900,000,000 conversion shares will be issued.</p> <p>The conversion shares will be issued under the specific mandate to be sought at the special general meeting to be convened by the Company to approve the placing and the specific mandate and all matters contemplated thereunder.</p> <p>Details of the placing of convertible bonds are disclosed in the announcement dated 1 March 2016.</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p>2. N/A</p> <p style="text-align: right;">( / / )</p>		
<p>3. N/A</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p style="text-align: right;">Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p style="text-align: center;">NIL N/A N/A</p>	

## 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 _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	
2.	Open offer	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)	N/A	
3.	Placing	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)	N/A	
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	

For Main Board and GEM listed issuers

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)	N/A	
6.	Repurchase of shares		Class of shares repurchased _____ (Note 1) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	
7.	Redemption of shares		Class of shares redeemed _____ (Note 1) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	
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)	N/A	

For Main Board and GEM listed issuers

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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	
10. Other	<p>Class of shares issuable _____ (Note 1)</p> <p>At price : State currency _____</p> <p>Issue and allotment date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	
		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)	20,000,000
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

