

Monthly Return of Equity Issuer on Movements in Securities

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

30/09/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HC Group Inc.

Date Submitted 03/10/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 02280 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>0.1</u>	<u>200,000,000</u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u>2,000,000,000</u>	<u>0.1</u>	<u>200,000,000</u>

(2) Stock code : 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>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

2. Preference Shares

Stock code :	_____	Description :	_____
	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 :	_____	Description :	_____
	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 (*State
currency*) :

HK\$200,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>1,121,352,210</u>			
Increase/ (decrease) during the month	<u>(950,000)</u>			
Balance at close of the month	<u>1,120,402,210</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		
<u>1. Share Option Scheme adopted on 30 November 2003</u>						
Ordinary shares (Note 1)	Nil	400,000	Nil	Nil	400,000	13,110,000
<u>2.Share Option Scheme adopted on (22 /05/ 2015)</u>						
Ordinary shares (Note 1)	65,930,000 (Remark 1)	Nil	Nil	Nil	Nil	Nil (Remark 1)
<u>3.</u>						
<u>(/ /)</u>						
shares (Note 1)						
Total A. (Ordinary shares)					400,000	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$241,600	

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)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)					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
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		
1. Convertible Bonds	HK\$	51,600,000	Nil	51,600,000	Nil	4,574,468
Stock code (if listed)	5839					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$11.28(adjusted)					
EGM approval date (if applicable) (dd/mm/yyyy))	N/A					
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 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
1. _____ _____ _____ (/ /) shares (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	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)	(/ /)	
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)	(/ /)	
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)	(/ /)	
4. Bonus issue			Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	

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)	(/ /)	

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
6. Repurchase of shares		Class of shares repurchased (<i>Note 1</i>)	Ordinary shares	(1,350,000)	
		Cancellation date : (dd/mm/yyyy)	(10/ 09/2018)		
		AGM approval date: (dd/mm/yyyy)	(25/ 05/2018)		
7. Redemption of shares		Class of shares redeemed (<i>Note 1</i>)	_____		
		Redemption date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
8. Consideration issue	HK\$	Class of shares issuable (<i>Note 1</i>)	Ordinary shares_____		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
9. Capital reorganisation		Class of shares issuable (<i>Note 1</i>)	_____		
		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 (<i>Note 1</i>)	_____		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		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
Total E. (Ordinary shares) <u>(1,350,000)</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>(950,000)</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>	

Remarks (if any):

1. Among the 65,930,000 share options granted under the Company's existing share option scheme adopted on 22 May 2015, 29,930,000 share options were granted to Mr. Liu Jun, the executive director and chief executive officer of the Company, on 13 October 2017, at an exercise price of HK\$6.476 per Share and the first twenty percent of the 29,930,000 share options shall become vested and exercisable upon the first anniversary of the offer date, i.e. 13 October 2018; and 36,000,000 share options were granted to a total of 21 persons who are the core management staff and officers of the Group on 19 July 2018 at an exercise price of HK\$4.60 per Share and the first tranche of the 36,000,000 share options shall become vested and exercisable upon the first anniversary of the date of grant, i.e. 19 July 2019. Hence, the number of new shares of the Company which may be issued as at the close of the month is nil.

Submitted by: Liu Jun

Title: Executive Director

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.*