

## Monthly Return of Equity Issuer on Movements in Securities

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

30/04/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HC Group Inc.

Date Submitted 5 May 2020

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

| (1) Stock code : <u>02280</u> Description : <u>Ordinary Shares</u>                     |                             |                                  |                                                 |
|----------------------------------------------------------------------------------------|-----------------------------|----------------------------------|-------------------------------------------------|
|                                                                                        | No. of ordinary<br>shares   | Par value<br>(HK\$)              | Authorised share<br>capital<br>(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>      | <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 : <u>                    </u> Description : <u>                    </u> |                             |                                  |                                                 |
|                                                                                        | No. of ordinary<br>shares   | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(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>                     |

## 2. Preference Shares

| Stock code : _____ Description : _____ |                                |                                            |                                                          |
|----------------------------------------|--------------------------------|--------------------------------------------|----------------------------------------------------------|
|                                        | No. of<br>preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>classes of<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>(1) | (2) | No of preference<br>shares | No. of other<br>classes of shares |
|------------------------------------------|-------------------------------|-----|----------------------------|-----------------------------------|
| Balance at close of<br>preceding month   | <b>1,120,652,210</b>          |     |                            |                                   |
| Increase/ (decrease)<br>during the month | <b>188,000</b>                |     |                            |                                   |
| Balance at close of<br>the month         | <b>1,120,840,210</b>          |     |                            |                                   |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of<br>share option<br>scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable | Movement during the month |           |           |             | No. of new<br>shares of<br>issuer issued<br>during the<br>month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant<br>thereto as at close of<br>the month |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|-------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
|                                                                                                                               | Granted                   | Exercised | Cancelled | Lapsed      |                                                                                     |                                                                                                       |
| 1. Share Option<br>Scheme<br>( 30/11/2003 )                                                                                   |                           |           |           |             |                                                                                     |                                                                                                       |
| Ordinary shares<br>(Note 1)                                                                                                   | Nil                       | 188,000   | Nil       | Nil         | 188,000                                                                             | 4,980,000                                                                                             |
| 2. Share Option<br>Scheme<br>(22/05/2015)                                                                                     |                           |           |           |             |                                                                                     |                                                                                                       |
| Ordinary shares<br>(Note 1)                                                                                                   | Nil                       | Nil       | Nil       | (1,500,000) | Nil                                                                                 | 21,512,450(Remark<br>1)                                                                               |
| 3.<br>( / / )<br>shares<br>(Note 1)                                                                                           |                           |           |           |             |                                                                                     |                                                                                                       |
| Total A. (Ordinary shares)                                                                                                    |                           |           |           |             | 188,000                                                                             |                                                                                                       |
| (Preference shares)                                                                                                           |                           |           |           |             | N/A                                                                                 |                                                                                                       |
| (Other class)                                                                                                                 |                           |           |           |             | N/A                                                                                 |                                                                                                       |
| Total funds raised during the month from exercise<br>of options (State currency)                                              |                           |           |           |             | HK\$154,160                                                                         |                                                                                                       |

## 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 |
|----------------------------------------------------------|---------------------------------|----------------------------------------------------|----------------------------------|-------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 1.                                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| (   /   /   )                                            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |                                           |                                                                                           |                                                                                                                   |
| 2.                                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| (   /   /   )                                            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |                                           |                                                                                           |                                                                                                                   |
| 3.                                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| (   /   /   )                                            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                      |                                  |                                           |                                                                                           |                                                                                                                   |
| 4.                                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| (   /   /   )                                            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Stock code (if listed)                                   |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| Subscription price                                       |                                 |                                                    |                                  |                                           |                                                                                           |                                                                                                                   |
| EGM approval date<br>(if applicable)<br>(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. Convertible Bonds issued on 3 December 2018 |                                |                                    |                            |                              |                                                                      |                                                                                           |
|                                                | HK\$                           | 100,000,000                        | Nil                        | 100,000,000                  | Nil                                                                  | 16,666,667                                                                                |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable (Note 1)              | Ordinary shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | HK\$6.00                       |                                    |                            |                              |                                                                      |                                                                                           |
| 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) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 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. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                                |                                                                      |                                                                                           |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                                |                                                                      |                                                                                           |
| 3. _____<br>_____<br>_____<br>( / / )<br>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) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 2. Open offer   | 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) ( / / ) | _____                                                                | _____                                                                                     |
| 3. Placing      | 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) ( / / ) | _____                                                                | _____                                                                                     |
| 4. Bonus issue  |            |                      | 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 |
|---------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|---------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

|                         |                                 |                                                                                                                                             |       |
|-------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-------|
| 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) Ordinary shares<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>AGM 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)                                                    | Nil                                                                                       |
|                            |                                         |                      |                                         | (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) | 188,000 |
|                                                                                                                  | (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     |
| (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):**

1. Among the 75,930,000 share options granted under the Company's existing share option scheme adopted on 22 May 2015,

(1) 29,930,000 share options were granted to Mr. Liu Jun, the executive director and chairman of the board of directors of the Company, on 13 October 2017, at an exercise price of HK\$6.476 per Share and 20% of the share options granted shall become vested and exercisable, subject to satisfaction of certain conditions, on each of the five anniversaries of the offer date, i.e. 13 October 2018, 13 October 2019, 13 October 2020, 13 October 2021 and 13 October 2022, respectively;

(2) 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 share options granted shall become vested and exercisable, subject to satisfaction of certain conditions, on each of the three anniversaries of the date of grant, i.e. 19 July 2019 (33.3%), 19 July 2020 (33.3%) and 19 July 2021 (33.4%); and

(3) 10,000,000 share options were granted to Mr. Zhang Yonghong, the executive director and chief executive officer of the Company on 20 June 2019 at an exercise price of HK\$4.60 per share and the share options granted shall become vested and exercisable, subject to satisfaction of certain conditions, on each of the three anniversaries of the date of grant, i.e. 20 June 2020 (33.3%), 20 June 2021 (33.3%) and 20 June 2022 (33.4%).

Submitted by: Liu Jun

Title: Executive Director

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**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.*