



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2021

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: HC Group Inc.

Date Submitted: 05 January 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	02280	Description	Ordinary Shares			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	2,000,000,000		HKD	0.1	HKD	200,000,000
Increase / decrease (-)					HKD	
Balance at close of the month	2,000,000,000		HKD	0.1	HKD	200,000,000

Total authorised/registered share capital at the end of the month: HKD 200,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	02280	Description				
Balance at close of preceding month	1,309,931,119					
Increase / decrease (-)						
Balance at close of the month	1,309,931,119					

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		Ordinary shares		Class of shares		Not applicable		Shares issuable to be listed on SEHK (Note 1)		Yes			
Stock code of shares issuable (if listed on SEHK) (Note 1)				02280									
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		No. of new shares of issuer issued during the month pursuant thereto (A)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month		The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme	4,380,000				4,380,000				4,380,000		0	
General Meeting approval date (if applicable)		30 November 2013											
2).	Share Option Scheme	55,434,779				55,434,779				46,108,779		102,085,221	
General Meeting approval date (if applicable)		22 May 2015											

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: HKD _____

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. 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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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:

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

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - "type of shares issuable" should be construed as "type of shares repurchased"; and
 - "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - "type of shares issuable" should be construed as "type of shares redeemed"; and
 - "issue and allotment date" should be construed as "redemption date"