

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

For the month ended (dd/mm/yyyy) : 31/01/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Chong Sing Holdings FinTech Group Limited

Date Submitted 06/02/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8207 Description : Ordinary Shares

	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>100,000,000,000</u>	<u>0.02</u>	<u>2,000,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>100,000,000,000</u>	<u>0.02</u>	<u>2,000,000,000</u>

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

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</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	<u>23,141,315,580</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>23,141,315,580</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</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 (04/11/2010)</u> <u>Exercise Price: HK\$0.3628 per share</u> <u>Ordinary shares (Note 1)</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>1,250,000</u>	<u>NIL</u>	<u>711,495,000</u>
<u>2. Share Option Scheme (04/11/2010)</u> <u>Exercise Price: HK\$0.426 per share</u> <u>Ordinary shares (Note 1)</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>56,317,500</u>
<u>3. Share Option Scheme (04/11/2010)</u> <u>Exercise Price: HK\$0.674 per share</u> <u>Ordinary shares (Note 1)</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>357,500,000</u>



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. Convertible Bonds (Remark 1)						
	HK\$	700,000,000.80	NIL	700,000,000.80	NIL	1,006,904,489
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.6952					
EGM approval date (if applicable) (dd/mm/yyyy)	(26/01/2016)					
2. Convertible Bonds (Remark 2)						
	US\$	43,000,000	NIL	43,000,000	NIL	479,928,078
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.6952					
EGM approval date (if applicable) (dd/mm/yyyy)	(09/05/2016)					
3. Convertible Bonds (Remark 3)						
	HK\$	52,178,582.40	NIL	52,178,582.40	NIL	75,055,495
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.6952					
EGM approval date (if applicable) (dd/mm/yyyy)	(09/05/2016)					
4. Convertible Bonds (Remark 1)						
	HK\$	150,000,000	NIL	150,000,000	NIL	557,206,537
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.2692					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (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 ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	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	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	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	N/A
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)	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
6. Repurchase of shares	Class of shares repurchased (Note 1) Cancellation date : ( / / ) (dd/mm/yyyy) AGM approval date: (08/05/2018) (dd/mm/yyyy)	Ordinary Share	N/A	(43,212,000) (Remark 4)
7. Redemption of shares	Class of shares redeemed (Note 1) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		N/A	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	N/A
9. Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		N/A	N/A
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)		N/A	N/A
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)	NIL
	(2)	
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>		

#### 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 17.27A, 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 GEM of 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. On 8 May 2016, the Company entered into a subscription agreement with each of Eternity Sky Investments Limited, Jiefang Media (UK) Co. Limited (“**Jiefang Media**”), Eastland Group (Hong Kong) Company Limited (“**Eastland**”), Xincheng Enterprises Limited, Mr. Chen Shaolin and Mr. Liu Shaolin (collectively, the “**CB2 Subscribers**”), pursuant to which the CB2 Subscribers had agreed to subscribe for, and the Company had conditionally agreed to issue, 7% convertible bonds due 2019 (the “**Convertible Bonds 2**”) in an aggregate principal amount of HK\$1,000,000,000 at 100% of its principal amount convertible into 287,686,993 ordinary shares at an initial conversion price of HK\$3.476 per share. Please refer to the Company’s announcement dated 9 May 2016 for details. An aggregate principal amount of HK\$1,000,000,000 of the Convertible Bonds 2 was issued to certain CB2 Subscribers as at 30 November 2016.

As a result of the Share Subdivision, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds 2 has been adjusted to 1,438,434,965 at the adjusted conversion price of HK\$0.6952 per Convertible Bonds 2 according to the terms of the Convertible Bonds 2. On 3 November 2016, the Company allotted 21,576,524 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$15,000,000. On 17 November 2016, the Company allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$35,000,000. On 21 February 2017, the Company allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$35,000,000. On 24 April 2017, the Company allotted 21,576,524 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$15,000,000. On 22 September 2017, the Company allotted 28,768,000 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$19,999,513.60. On 31 January 2018, the Company allotted 28,768,000 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$19,999,513.60. On 15 April 2019, Eastland transferred the Convertible Bonds 2 in the principal amount of HK\$30,000,000 to Depot Elite Limited with effect from 15 May 2019. As of 30 June 2019, the Company had redeemed a part of the Convertible Bonds 2 in the principal amount of HK\$9,000,000 from one of the CB2 Subscribers. On 16 July 2019, the Company further redeemed another part of the Convertible Bonds 2 in the principal amount of HK\$500,000 from the same CB2 Subscriber. This CB2 Subscriber also agreed to waive the Company to repay the remaining principal amount of HKD500,972 of the Convertible Bonds 2 on 16 July 2019 and therefore, this CB2 Subscriber no longer holds any Convertible Bonds 2.

On 6 June 2019, the Company entered into a deed of amendment with Jiefang Media for the alteration of certain terms of the Convertible Bonds 2 in an aggregate principal amount of HK\$150,000,000 issued by the Company to Jiefang Media (the “**Alteration**”). Subject to the approval of The Stock Exchange of Hong Kong Limited and the fulfilment of other matters (the “**Conditions**”), the Alteration will, among others, (i) reduce the original conversion price of the Convertible Bonds 2 from HK\$0.6952 per conversion share to an initial conversion price of HK\$0.2692 per conversion Share, resulting in an increase in the number of ordinary shares to be issued by the Company from 215,765,245 to 557,206,538, (ii) increase the interest rate from 7% to 8% per annum; and (iii) change the maturity date from 8 June 2019 to 8 June 2020 (the “**Convertible Bonds 5**”). Please refer to the Company’s announcement dated 6 June 2019 and supplemental announcement dated 17 June 2019 for details.

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Following the Alteration and the fulfilment of the Conditions subsequently, (i) the remaining number of new ordinary shares of the Company which might be issued pursuant to the Convertible Bonds 2 as at 31 January 2020 was 1,006,904,489; and (ii) the number of new ordinary shares of the Company which might be issued pursuant to the Convertible Bonds 5 as at 31 January 2020 was 557,206,537.

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2. On 30 June 2016, the Company entered into a subscription agreement with Cheer Hope Holdings Limited (the “**CB3 Subscriber**”), pursuant to which the CB3 Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, floating rate unsecured convertible bonds due 2019 (the “**Convertible Bonds 3**”) in an aggregate principal amount of US\$45,000,000, at its principal amount convertible into totaling 100,460,299 ordinary shares at an initial conversion price of HK\$3.476 per share. Aggregate principal amounts of US\$25,000,000 and US\$20,000,000 of the Convertible Bonds 3 were issued to the CB3 Subscriber in two tranches on 14 July 2016 and 4 August 2016 respectively. As a result of the Share Subdivision, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds 3 has been adjusted to 502,301,495 at the adjusted conversion price of HK\$0.6952 per Convertible Bonds 3 according to the terms of the Convertible Bonds 3. On 4 May 2017, the Company allotted 22,373,417 ordinary shares to the CB3 Subscriber as a result of the exercise of the conversion rights for part of the Convertible Bonds 3 in the principal amount of US\$2,000,000. The remaining number of new ordinary shares of the Company which might be issued pursuant to the Convertible Bonds 3 as at 31 January 2020 was 479,928,078.

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3. On 30 June 2016, the Company entered into a subscription agreement with Central China International Investment Company Limited (the “**CB4 Subscriber**”), pursuant to which the CB4 Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, 7% unsecured convertible bonds due 2019 (the “**Convertible Bonds 4**”) in an aggregate principal amount of HK\$100,000,000, at its principal amount convertible into totaling 28,768,699 ordinary shares at an initial conversion price of HK\$3.476 per share. An aggregate principal amount of HK\$100,000,000 of the Convertible Bonds 4 was issued to the CB4 Subscriber on 8 July 2016. As a result of the Share Subdivision, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds 4 has been adjusted to 143,843,495 at the adjusted conversion price of HK\$0.6952 per Convertible Bonds 4 according to the terms of the Convertible Bonds 4. On 27 September 2016, 11 November 2016, 16 February 2017, 25 May 2017, 10 October 2017 and 28 December 2017, the Company allotted 7,200,000, 7,196,000, 7,196,000, 7,196,000, 20,000,000 and 20,000,000 ordinary shares to the CB4 Subscriber as a result of the exercise of the conversion rights for part of the Convertible Bonds 4 in the principal amounts of HK\$5,005,440, HK\$5,002,659.20, HK\$5,002,659.20, HK\$5,002,659.20, HK\$13,904,000 and HK\$13,904,000, respectively. The remaining number of new ordinary shares of the Company which might be issued pursuant to the Convertible Bonds 4 as at 31 January 2020 was 75,055,495.

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4. The Company repurchased 43,212,000 ordinary shares in aggregate during January 2019 but they have not yet been cancelled.

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Submitted by : Sir Kwok Siu Man KR

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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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 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 append the prescribed continuation sheet.*