HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/03/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	G & M Holdings Limited (Incorporated in the Cayman Islands with limited liability)
Date Submitted	03/04/2020

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : 6038 Description : <u>G & M HLDGS</u>							
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>				
Balance at close of preceding month	10,000,000,000	0.01	100,000,000.00				
Increase/(decrease)	Nil	-	Nil				
Balance at close of the month	10,000,000,000	0.01	100,000,000.00				
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A					
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N/A Par value (State currency)	Authorised share capital (State currency)				
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	Par value <i>(State</i>	Authorised share capital				
	No. of ordinary shares	Par value <i>(State</i>	Authorised share capital				

2. Preference Shares

Stock code :	N/A Descrip		n:	N/A	<u>.</u>
		I	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	of precedii	ng month			
Increase/(decreas	se)			-	
Balance at close	of the mor	ith			

3. Other Classes of Shares

Stock code :	N/A	_Descript	_Description :		<u> </u>
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	of precedir	ng month			
Increase/(decreas	se)	_		-	
Balance at close of	of the mon	th			

Total authorised share capital at the end of the month (*HK*\$): 100,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	1,000,000,000	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	1,000,000,000	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opt	tion Schemes	of the Issuer)			
Particulars of share option scheme					No. of new shares of issuer issued	No. of new shares of issuer which may be issued pursuant
including EGM		Movement d	uring the month	I	during the	thereto as at close of
approval date (dd/mm/yyyy) and class of shares issuable	Grantad	Eversiand	Concelled	Longed	month pursuant thereto	the month
1. Share	Granted	Exercised	Cancelled	Lapsed		
Option Schome						
Scheme						
(12/05/2017)						
Ordinary						
shares	Nil	Nil	Nil	Nil	Nil	2,750,000
(Note 1)			·			
2.						
<u></u>						
shares						
(Note 1)					·	
(11010-1)						
3.						
<u> </u>						
shares						
(Note 1)						
			Total A. (Ord	inary shares)	Nil	
				ence shares)	N/A	
			•	(Other class)	N/A	
Total funds raised d	uring the mo	onth from exerc		. ,		
of options (State cu				Nil		

Warrants to Issue Shares of the	Issuer which	are to be Liste	ed			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	e 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
<u>1.</u>						
(/ /)				<u> </u>		
Stock code (if listed) Class of shares						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /		_			
2.)	_			
				. <u> </u>		
(/ /) Stock code (if listed)						
Class of shares						
			_			
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3.						
(/ /)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
4.	<u>, </u>		_			
· · · · · · · · · · · · · · · · · · ·				·		
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total	B. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	-
			(O	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	n are to be Liste	ed)		
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
<u>1.</u>	_					
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) <u>3.</u>	<u>(//)</u>					
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)	(//)		ōtal C. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	-
			(O	ther class)	N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
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.		
	-	
		<u></u>
2.		
	-	
		· ·
3		
	-	
shares (Note 1)	-	
Total D. (Ordinary shares)	N/A	_
(Preference shares)	N/A	- -
(Other class)	N/A	

Oth	ner Movements	in Issued Sha	re 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
	Type of 1350e							
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(22			<u>N/A</u>	<u>N/A</u>
				Class of shares				
				issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	N/A
				Class of shares				
4.	Bonus issue			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
				Class of shares				
5.	Scrip dividend	At price :	State currency ———	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	N/A
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u> </u>	NA
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u> </u>	<u>_N/A</u>
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							14/7	

Type of Issue		No. of new shares of 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)	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. (Ordina share (Preference share (Other clas	s) <u>N/A</u> s) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(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 Capital").)	Issued Share

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.

Submitted by: Huen Shuk Man
Title: Joint Company Secretary
(Director, Secretary or other duly authorised officer)

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.