

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/01/2017</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Ernest Borel Holdings Limited	
Date Submitted	7 February 2017	

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1856</u> Descrip	otion : Ordinary	shares	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	10,000,000,000	0.01	100,000,000
Increase/(decrease)	NIL		NIL
Balance at close of the month	10,000,000,000	0.01	100,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

#### 2. Preference Shares

Stock code :	N/A	Descrip	otion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	month			
Increase/(decreas	se)				
Balance at close	of the month				

# 3. Other Classes of Shares

Stock code :	N/A	Description :		
		No. of o classes of	(~~~~~	Authorised share capital (State currency)
Balance at close o	of precedi	ng month		
Increase/(decrease	e)			
Balance at close o	f the mor	th		- <u> </u>

100,000,000

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

### II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	347,437,000	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	347,437,000	N/A	N/A	N/A

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement dur	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and -		Wovement dur				
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Pre-IPO						
Share Option						
Scheme						
Exercise price:						
HK\$3.00 per share						
(24/06/2014)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	3,134,476
(Note 1)				,		
2. Share Option Scheme (24/06/2014)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)				,		
		T	otal A. (Ordir	nary shares)	NIL	
				ence shares)	N/A	
				Other class)	N/A	
Total funds raised duri	ng the month	from exercise of	of			
options (State currency				NIL		

Warrants to Issue Shares of the Is	suer which are	to be Listed					
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal va close o preceding 1	of dı	xercised uring 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 ( <i>Note 1</i> )							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
<u>2. N/A</u>	<u>.</u>						
	-						
( / / )	·						·
Stock code (if listed)							
Class of shares							
issuable ( <i>Note 1</i> )							
EGM approval date							
(if applicable)							
(dd/mm/yyyy) 3. N/A	( / /	)					
5.10/1	-						
	- 						
Stock code (if listed) Class of shares							
issuable (Note 1)							
Subscription price							
(if applicable)							
(dd/mm/yyyy)	( / /	)					
<u>4. N/A</u>	-						
	-						
( / / )							
Class of shares issuable (Note 1)							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	, )					
				(0.1	1		
			Total B.		nary shares)	NIL N/A	<u>.</u>
					Other class)		
				(			-

Convertibles (i.e. Convertible i Class and description 1. Convertible Bond		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
(See Remark)						
	HK\$	NIL	NIL	100,000,000	NIL	50,000,000
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$2.00					
EGM approval date	11142.00					
(if applicable)						
(dd/mm/yyyy))	( / / )					
2. N/A						
Stock code (if listed)						
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 C. (Ordin	nary shares)	NIL	
			(Prefere	ence shares)	N/A	
			(	Other class)	N/A	

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>N/A</u>		
(Note 1)		
2. <u>N/A</u>		
· · · · · · · · · · · · · · · · · · ·		
( / / _ )		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (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)

Oth	her Movements in Type of Issue	Issued Share Capital				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 issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State	Issue 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	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	N/A
			Class of shares issuable ( <i>Note 1</i> )				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

Type of Issue       month         Class of shares issuable						No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at close of the
S. Scrip dividend       At price : State currency       Issue and allotment (///)       (///)         Issue and allotment (///)       (///)       N/A       N/A         Issue and allotment (////)       (///)       N/A       N/A         Issue and allotment (////)       (///)       N/A       N/A         Issue and allotment (///)       (///)       N/A       N/A         Issue and allotment (///)       (///)       N/A       N/A         Issue and allotment (///)       (///)       (///)       N/A         Issue and allotment (///)       (///)       N/A       N/A         Issue and allotment (///)       (///)       N/A       N/A         Issue and allotment (///)       (///)       (///)       N/A         Issue and allotment (///)       (///)       (///)       (///)         Issue and allotment (///)       (///)       (///)       (///)         Issue and allotthet: (///)       (///)       <		Type of Issue					month
3. Strip dividend       At price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A       N/A         6. Repurchase of shares       Class of shares repurchased (Note 1)       N/A         6. Repurchase of shares       Cancellation date : ( / / )       N/A         (dd/mm/yyyy)       EGM approval date: ( / / )       N/A       N/A         7. Redemption of shares       Class of shares redeced (Note 1)       N/A       N/A         7. Redemption of shares       Class of shares redeced (Note 1)       N/A       N/A         7. Redemption of shares       Class of shares ( / / )       N/A       N/A         8. Consideration issue At price : State       Class of shares issuable ( / / )       N/A       N/A         8. Consideration issue At price : State ( dd/mm/yyyy)       Issue and allotment ( / / )       Issue and allotment ( / / )       Issue ( / / )         8. Consideration issue At price : State       EGM approval date: ( / / )       Issue and allotment ( / / )       Issue and allotment ( / / )							
$(dd'mm'yyyy) \underbrace{N/A = N/A}_{N/A}$ $(dd'mm'yyyy) \underbrace{N/A = N/A}_{N/A}$ $(dd'mm'yyyy) Class of shares$	5.	Scrip dividend At price : State currency		( / /	)		
6. Repurchase of shares       Class of shares repurchased (Note I)         6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(///)$ (d/mm/yyyy)       N/A         N/A       N/A         S. Consideration issue At price : State currency       Issue and allotment (M/mm/yyyy)         EGM approval date: (d/mm/yyyy)       EGM approval date: (d/mm/yyyy)				( / /	)		
6. Repurchase of shares       Cancellation date : $(///)$ 6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(///)$ (d/mm/yyyy)       N/A         N/A       N/A         State<						<u>N/A</u>	<u>N/A</u>
shares $(dd/mm/yyy)$ EGM approval date: $(///)$ (dd/mm/yyyy) N/A $N/AN/A$ $N/A$							
Image: State currency       Image: State currency       N/A       N/A         N/A       N/A       N/A       N/A         N/A       N/A       N/A       N/A         N/A       N/A       N/A       N/A         Redemption of shares       Redemption date : (// / ) (dd/mm/yyyy)       Image: Class of shares issuable (// / ) (dd/mm/yyyy)       N/A         N/A       N/A       N/A       N/A         N/A       Issue and allotment (// / ) (date: (dd/mm/yyyy))       Issue and allotment (// ) (dd/mm/yyyy)         EGM approval date: (// / ) (dd/mm/yyyy)       Issue and allotment (// ) (/	6.			( / /	)		
7. Redemption of shares       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       N/A         8. Consideration issue At price : State currency       Issue and allotment $(//)$ Issue and allotment date : $(d/mm/yyyy)$ Issue and allotment $(//)$ EGM approval date: $(//)$ Issue and allotment $(//)$				( / /	)		
7. Redemption of shares       Redemption date : $( / / )$ 7. Redemption of shares       Redemption date : $( / / )$ (dd/mm/yyyy)       EGM approval date: $( / / )$ (dd/mm/yyyy)       N/A         N/A       N/A         8. Consideration issue At price : State currency       Issue and allotment date : $( / / )$ EGM approval date: $( / / )$ ( / / )         EGM approval date: $( / / )$						<u>N/A</u>	<u>N/A</u>
shares $(dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) N/A $N/AN/A$ $N/A8. Consideration issue At price : Statecurrency — Issue and allotment (//)date : (dd/mm/yyyy)EGM approval date: (//)$							
8. Consideration issue At price : $\frac{\text{State}}{\text{currency}}$ $\frac{\text{Class of shares issuable}}{\text{Issue and allotment}} ( / / ) \\ \frac{\text{Kate} ( / / ) }{\text{Kate} ( / / ) } \\ \frac{\text{Kate} ( / / ) }{\text{Kate} ( / / ) } \\ \frac{\text{Kate} ( / / ) }{\text{Kate} ( / / ) } \\ \frac{\text{Kate} ( / / ) }{\text{Kate} ( / / ) } \\ \frac{\text{Kate} ( / / ) }{\text{Kate} ( / / ) } \\ \frac{\text{Kate} ( / / ) }{( $	7.			( / /	)		
8. Consideration issue At price :       State currency       Class of shares issuable         Issue and allotment date :       ( / / ) date :       ( / / ) date :         EGM approval date:       ( / / ) (d/mm/yyyy)				( / /	)		
8. Consideration issue At price :       State currency       (Note 1)         Issue and allotment date :       ( / / ) (d/mm/yyyy)         EGM approval date:       ( / / )						<u>N/A</u>	<u>N/A</u>
8. Consideration issue At price : currency fister and another date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)							
(dd/mm/yyyy)	8.			( / /	)		
<u> </u>			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	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 issuable ( <i>Note 1</i> )			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
			Class of shares issuable (Note 1)			
10.	Other (Please specify)	At price : State currency	— Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
			Total E. (0 (Pr	Ordinary share reference share (Other class	es) N/A	 - -

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 Issued Share Capital").)		

Remarks (if any):

On 5 January 2017, the Company entered into a subscription agreement with Phoenix Green Limited (the "**Subscriber**"), pursuant to which the Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, 10% guaranteed convertible bond due 2019 (the "**Convertible Bond**") in an aggregate principal amount of HK\$100,000,000, at its principal amount convertible into totaling 50,000,000 ordinary shares at an initial conversion price of HK\$2.00 per share from the date of issue up to the date which is 15 business days before the expiry of the second anniversary from the date of issue. The Convertible Bond with an aggregate principal amount of HK\$100,000,000 was issued to the Subscriber on 11 January 2017.

Submitted by : Lau Fan Yu

 Title
 Company Secretary

 (Director, Secretary or other duly authorised officer)

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.