

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/2/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Ernest Borel Holdings Limited  
 Date Submitted 2/3/2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

| (1) Stock code : <u>1856</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>10,000,000,000</u>     | <u>0.01</u>                      | <u>100,000,000</u>                              |
| Increase/(decrease)   | <u>Nil</u>                |                                  | <u>Nil</u>                                      |
| Balance at close of the month                                     | <u>10,000,000,000</u>     | <u>0.01</u>                      | <u>100,000,000</u>                              |
| (2) Stock code : <u>N/A</u> Description : _____                   |                           |                                  |   |
|   | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month                               | _____                     | _____                            | _____   |
| Increase/(decrease)   | _____                     |                                  | _____   |
| Balance at close of the month                                     | _____                     | _____                            | _____   |

## 2. Preference Shares

|                                     |                          |  |   |  |
|-------------------------------------|--------------------------|--|---|--|
| Stock code :                        | <u>N/A</u>               | Description :                          | <u></u>   |  |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |  |
| Balance at close of preceding month | <u></u>                  | <u></u>                                | <u></u>   |  |
| Increase/(decrease)                 | <u></u>                  |  | <u></u>   |  |
| Balance at close of the month       | <u></u>                  | <u></u>                                | <u></u>   |  |

## 3. Other Classes of Shares

|                                     |                                |  |   |  |
|-------------------------------------|--------------------------------|--|---|--|
| Stock code :                        | <u>N/A</u>                     | Description :                          | <u></u>   |  |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |  |
| Balance at close of preceding month | <u></u>                        | <u></u>                                | <u></u>   |  |
| Increase/(decrease)                 | <u></u>                        |  | <u></u>   |  |
| Balance at close of the month       | <u></u>                        | <u></u>                                | <u></u>   |  |

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

## 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   | 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 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 |  |   |
| 1. Pre-IPO   |                           |           |           |        |  |   |
| Share Option Scheme  |                           |           |           |        |  |   |
| Exercise price: HK\$3.00 per share (24/6/2014)   |                           |           |           |        |  |   |
| Ordinary shares (Note 1)   | Nil                       | Nil       | Nil       | Nil    | Nil  | 3,134,476   |
| 2. Share Option Scheme (24/6/2014)   |                           |           |           |        |  |   |
| Ordinary shares (Note 1)   | Nil                       | Nil       | Nil       | Nil    | Nil  | Nil   |
| 3.   |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares (Note 1)  |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | Nil  |   |
| (Preference shares)  |                           |           |           |        | N/A  |   |
| (Other class)  |                           |           |           |        | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            | Nil                       |           |           |        |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| 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. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| 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. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| 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. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| 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 Bond                            |                                |                                    |                            |                              |  |   |
| (See Remarks)                                  |                                |                                    |                            |                              |  |   |
|  | HK\$                           | 100,000,000                        | 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 (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| 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. N/A  |  |   |
| 2. N/A  |  |   |
| 3. N/A  |  |   |
| 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 _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | N/A<br>N/A  |
| 2.            | Open offer   | At price : | State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | N/A<br>N/A  |
| 3.            | Placing      | At price : | State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | N/A<br>N/A  |
| 4.            | Bonus issue  |            |                      | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | N/A<br>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 |
|---------------|----------------------|------------|----------------|---|--|---|
| 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) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
| 6.            | Repurchase of shares |            |                | Class of shares repurchased (Note 1) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | <u>N/A</u>   | <u>N/A</u>  |
| 7.            | Redemption of shares |            |                | Class of shares redeemed (Note 1) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | <u>N/A</u>   | <u>N/A</u>  |
| 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) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |



|                            |  |                      |  | 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 Issue              |  |                      |  |  |   |
| 9. Capital reorganisation  | Class of shares issuable _____<br>(Note 1) |                      |  |  |   |
|                            | Issue and allotment date : (dd/mm/yyyy)    |                      |  | ( / / )  |   |
|                            | EGM approval date: (dd/mm/yyyy)            |                      |  | ( / / )  |   |
|                            |  |                      |  | <u>N/A</u>   | <u>N/A</u>  |
| 10. Other (Please specify) | At price :                                 | State currency _____ | Class of shares issuable _____<br>(Note 1) |  |   |
|                            |  |                      | Issue and allotment date : (dd/mm/yyyy)    |  |   |
|                            |  |                      | EGM approval date: (dd/mm/yyyy)            |  |   |
|                            |  |                      |  |  |   |
|                            |  |                      | <u>N/A</u>                                 | <u>N/A</u>   |   |
| Total E.                   |  |                      |  | (Ordinary shares)  | <u>Nil</u>  |
|                            |  |                      |  | (Preference shares)  | <u>N/A</u>  |
|                            |  |                      |  | (Other class)  | <u>N/A</u>  |

|  |     |            |
|--|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | <u>Nil</u> |
|  | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | <u>N/A</u> |
| (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)

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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.*