

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Wan Kei Group Holdings Limited

Date Submitted 05/12/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1718</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000.00</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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>

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>800,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Increase/ (decrease) during the month	<u>0</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>800,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including AGM 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. _____ _____ _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)	_____		
			(Preference shares)	_____		
			(Other class)	_____		
Total funds raised during the month from exercise of options (HK\$)	_____					

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. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
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)
(/ /)						
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
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)
(/ /)						
Total B. (Ordinary shares) _____	(Preference shares) _____	(Other class) _____				

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. _____ _____ _____						
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) _____ (/ /)						
3. _____ _____ _____						
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) _____ (/ /)						
				Total C. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____		

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
<p>1. On 29 November 2016 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent. Pursuant to the Placing agreement, the Company has conditionally agreed to allot and issue, and the Placing Agent has conditionally agreed to place on a best effort basis, a maximum of 160,000,000 Placing Shares at the Placing Price of HK0.86 per Placing Share.</p> <p>For details, please refer to the Company's announcement dated 29 November 2016.</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	N/A	160,000,000
<p>2.</p> <p style="text-align: right;">(/ /) shares (Note 1)</p>		
<p>3.</p> <p style="text-align: right;">(/ /) shares (Note 1)</p>		
<p style="text-align: right;">Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p>N/A</p> <p>N/A</p> <p>N/A</p>	

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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		_____	_____
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		_____	_____
4. Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		_____	_____

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) _____ Issue and allotment date : (dd / mm / yyyy) (/ /) EGM approval date: (dd / mm / yyyy) (/ /)	_____	_____
6. Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd / mm / yyyy) (/ /) EGM approval date: (dd / mm / yyyy) (/ /)	_____	_____
7. Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd / mm / yyyy) (/ /) EGM approval date: (dd / mm / yyyy) (/ /)	_____	_____
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) (/ /)	_____	_____

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
9. Capital reorganisation	Class of shares issuable (Note 1) _____		
	Issue and allotment date : (dd/mm/yyyy) (/ /)		
	EGM approval date: (dd/mm/yyyy) (/ /)		
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) (/ /)		
Total E. (Ordinary shares) _____			
(Preference shares) _____			
(Other class) _____			

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	0
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Tricor Investor Services Limited

Title: Hong Kong Branch Share Registrar
(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.*