

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/n | nm/yyyy) | : _ | 31/1/202 | 21 | | |
|--------------------------------|-----------|-----------|------------------|-------------------------------|---|------|
| To : Hong Kong Exchanges | and Clear | ing Limi | ted | | | |
| Name of Issuer Date Submitted | China To | | ch Group | Limited | | |
| Date Submitted | i i ebiua | iiy 202 i | | | | |
| I. Movements in Authorised | Share Ca | pital | | | | |
| 1. Ordinary Shares | | | | | | |
| (1) Stock code : <u>1332</u> | _Descrip | tion : | Ordinary | / Shares | | |
| | | No. of c | | Par value (State currency) | Authorised sha capital (State currenc | |
| Balance at close of precedin | g month_ | 12,500,0 | 000,000 | HK\$0.04 | HK\$500,000,000 | .00_ |
| Increase/(decrease) | - | N | lil | | Nil | |
| Balance at close of the mont | :h _ | 12,500,0 | 000,000 | HK\$0.04 | HK\$500,000,000 | .00_ |
| (2) Stock code : N/A | _Descrip | tion : | | | | |
| | | No. of o | ordinary ires | Par value (State currency) | Authorised sha capital (State currenc | |
| Balance at close of precedin | g month _ | | | | | |
| Increase/(decrease) | _ | | | | | |
| Balance at close of the mont | :h _ | | | | | |

| 2. Preference Shares | | | | |
|--|-------------------|--------------------------------|-------------------------------|---|
| Stock code : N/A | Descripti | on : | | |
| | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of pro | eceding month | | | |
| Increase/(decrease) | _ | | - | |
| Balance at close of the | e month | | <u> </u> | |
| 3. Other Classes of Sl | nares | | | |
| Stock code : N/A | Descripti | on : | | |
| | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of pr | eceding month_ | | | |
| Increase/(decrease) | _ | | - | |
| Balance at close of the | e month | | | |
| Total authorised share | capital at the en | d of the month | (State currency) : | HK\$500,000,000.00 |
| II. Movements in Issue | ed Share Capital | | | |
| | | dinary shares | No of preferen | |
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 2,773,652,149 |) N/A | N/A | N/A |
| Increase/ (decrease) during the month | N/A | N/A | N/A | N/A |
| Balance at close of the month | 2,773,652,149 |) 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 | | | ing 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 |
|--|--------------|------------|---------------|--|--|---|
| 1.01 | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share Option | | | | | | |
| Scheme adopted on | | | | | | |
| 18/05/2012 with exercise price | | | | | | |
| Of HK\$1.34 per share (adjusted | | | | | | |
| On 12/8/2019) granted on | | | | | | |
| 25/1/2017 | N 121 | N 111 | N 121 | 750,000 | . | 44 040 000 |
| Ordinary shares | Nil | <u>Nil</u> | Nil | 750,000 | Nil | 11,640,000 |
| (Note 1) | | | | | | |
| 2.Share Option Scheme adopted on 18/5/2012 With exercise price HK\$1.34 Per share (adjusted on 12/8/2019) granted on | | | | | | |
| 12/12/2017) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 13,507,500 |
| 3.Share Option | | | | | | |
| Scheme adopted on 18/5/2012 | | | | | | |
| With exercise price of HK\$0.48 | | | | | | |
| Per share (adjusted on | | | | | | |
| 12/8/2019) granted on | | | | | | |
| 21/2/2019) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 54,000,000 |
| | | | | | | |
| 4. Share Option | | | | | | |
| Scheme adopted on 18/5/2012 | | | | | | |
| With exercise price of HK\$0.40 | | | | | | |
| Per share granted on 8 October | | | | | | |
| 2020 | N 121 | N 121 | N.P.I | N 121 | . | 47 000 000 |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 47,000,000 |
| (Note 1) | | | | | | |
| 5. Share Option | | | | | | |
| Scheme adopted on 18/5/2012 | | | | | | |
| With exercise price of HK\$0.60 Per share granted on 16 November | | | | | | |
| 2020 | | | | | | |
| Ordinary Share | Nil | Nil | Nil | Nil | Nil | 68,900,000 |
| Ordinary Orland | 1 1111 | I VIII | INII | 1 NII | I VIII | 00,900,000 |
| Total funds raised during the month from exe | ercise | Т | | ary shares) nce shares) Other class) | N/A N/A N/A | |
| of options (State currency) | . 5.55 | | Nil | | | |
| Station (State Surrolley) | | | 1 411 | | | |

| Convertibles (i.e. Convertible in | nto Shares of t | he Issuer whi | ch are to be Liste | d) | | |
|--|--------------------------------------|---|----------------------------------|---|---|---|
| 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 |
| Convertible bond - | outstanding | month | monu | month | triereto | month |
| Issue of US\$40 million 7% convertible bond on 10 November 2017. Amendments proposed on 17 July 2020 and effective on 10 August 2020 Conversion price :HK\$0.8 (see remarks) | US Dollar | US\$14.18 million | | US\$14.18 million | Nil | 137,457,375 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) Ord Subscription price EGM approval date (if applicable) | linary | | | | | |
| (dd/mm/yyyy)) | (/ /) | | | | | |
| 2. | - - | | | | | |
| Stock code (if listed) Class of shares | - <u> </u> | | | | | |
| 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) | (/ /) | | Total C (Ordinar | v charca\ NI/A | | |
| | | | | e shares) <u>N/A</u> her class) <u>N/A</u> | | - - |
| | | | | | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| than ander enare option concines | | |
|---|--|---|
| 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 | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 2. | | |
| | | |
| | | |
| (/ /) | | |
| shares (Note 1) | | |
| | | |
| 3. | | |
| | | |
| | | |
| (/ /) | | |
| shares (Note 1) | | |
| | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |
| , | | |

| Ot | her 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 |
| | | | Class of shares | | | | _ | | |
| | | | issuable (Note 1) | | | | | | |
| 1. | Rights issue | At price : State currency | _ Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | (dd/iiiii/yyyy) | | | | | N/A | N/A |
| | | | Class of shares | | | | | | |
| | | | issuable (Note 1) | | | | | | |
| 2. | Open offer | At price : State currency | _ Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | (da/iiii/yyyy) | | | | | N/A | N/A |
| | | | Class of shares issuable (Note 1) | _ | | | | | |
| | | State | _ Issue and allotment | (| 1 | / |) | | |
| 3. | Placing | At price : State currency | date : (dd/mm/yyyy) | ` | | | , | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | (dd/iiii/yyyy) | | | | | N/A | 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 | | | | | | | 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 (Note 1) | _ | | | _ | | |
| 5. | Scrip dividend | At price : State currency ——— | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | N/A | N/A |
| | | | | | | | | INCA | NA |
| | | | Class of shares repurchased (Note 1) | _ | | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| 1 | / |) | N/A | N/A |
| | | | | | | | | 14/7 | 14/7 |
| | | | Class of shares redeemed (Note 1) | _ | | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | | / | |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| 1 | / |) | N/A | N/A |
| | | | | | | | | IVA | IN/A |
| | | | Class of shares issuable (Note 1) | | | | _ | | |
| 8. | Consideration issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| 1 | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| 1 | / |) | | |
| | | | | | | | | N/A | N/A |
| | | | | | | | | | |

| T | Type of Issue | | | | No. of new hares 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 (Note 1) | - - | | |
| | Capital reorganisation | - | Effective date : (dd/mm/yyyy) | | | |
| | | | EGM approval date: (dd/mm/yyyy) | | N/A | N/A |
| | | | | | | |
| | | | Class of shares issuable (Note 1) | | | |
| | Other= (Please specify) | At price : State ——— HK\$ currency | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | | | AGM approval date: (dd/mm/yyyy) | (/ /) | N/A | N/A |
| | | | Total E. | (Ordinary sha (Preference sha (Other c | res) N/A | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | N/A |
|---|-------|-----------------|
| | (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 ("Move Capital").) | ments | in 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. |
| Remarl | ks (if any): |
| | nvertible bond issued on 10 November 2017 was amended, and details are set out in the |
| | ny's announcement dated 17 July 2020 and effective on 10 August 2020. US\$6.4 million |
| | tible bond were partially repaid on 21 December 2020 |
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| | |
| Submit | ted by:Cheng Pui Yee |
| 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.