

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Royal Catering Group Holdings Company Limited

Date Submitted 5 April 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8300 Description : ordinary shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>20,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$200,000,000</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>20,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$200,000,000</u> |

(2) Stock code : _____ Description : _____

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

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

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*State currency*) : **HK\$200,000,000**

II. Movements in Issued Share Capital

| | No. of ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|---|-------------------------------|-----|----------------------------|-----------------------------------|
| Balance at close of preceding month | 2,000,000,000 | N/A | N/A | N/A |
| Increase/ (decrease) (Remarks) | 202,800,000 | N/A | N/A | N/A |
| Balance at close of the month (Remarks) | 2,202,800,000 | 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. Share Option Scheme (21/07/2016) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | Nil |
| 2. N/A (/ /) shares (Note 1) | | | | | | |
| 3. N/A (/ /) 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 (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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 2. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 3. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 4. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| <div style="text-align: right;"> Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ </div> | | | | | | |

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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ _____ _____ | | | | | | |
| Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 3. _____ _____ _____ | | | | | | |
| Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 4. _____ _____ _____ | | | | | | |
| 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) _____ (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 |
|---|--|---|
| 1. _____ _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| _____ Total D. (Ordinary shares) | | |
| _____ (Preference shares) | | |
| _____ (Other class) | | |

Other Movements in 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 pursua nt thereto as at close of the month |
|-----------------|---|--|--|--|--|
| Type of Issue | | | | | |
| 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) | (/ /) | |
| | | | | N/A | N/A |
| 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) | (/ /) | |
| | | | | N/A | N/A |
| 3. Placing | At price : State currency <u>HK\$0.150</u> | Class of shares <u>ordinary</u> issuable (Note 1) <u>shares</u> | Issue and allotment date : (dd/mm/yyyy) | (13/03/2017) | |
| | | | EGM approval date: (dd/mm/yyyy) | (21/07/2016) | |
| | | | | 202,800,000 | N/A |
| 4. Bonus issue | | Class of shares _____ issuable (Note 1) | 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 |
|---------------|--|---|
|---------------|--|---|

| | | |
|--|---|-------|
| 5. Scrip dividend At price : State currency _____ | Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy) | _____ |
| 6. Repurchase of shares | Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy) | _____ |
| 7. Redemption of shares | Class of shares _____ redeemed (<i>Note 1</i>) 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) (/ /) | _____ |
| 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) 202,800,000 (Preference shares) N/A (Other class) N/A | |

| | | |
|--|-----|-------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 202,800,000 |
| | (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):

N/A

Submitted by: _____ Ng Shing Kin _____

Title: _____ 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.*