

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy):

28/02/2019

To: Hong Kong Exchanges and Clearing Limited

Name of Issuer MMG Limited

Date Submitted 6 March 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code: <u>1208</u> Description: <u>N/A</u>			
	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) Stock code: <u>N/A</u> 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: <u> N/A </u> 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: <u> N/A </u> 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*):

_____ N/A _____

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	8,051,998,184	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	8,051,998,184	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. 2013 Share Option Scheme (26/03/2013) (granted on 09/04/2013 and 15/12/2016) Exercise price: HKD2.51 Ordinary Shares (Note 1)	NIL	NIL	NIL	NIL	NIL	27,859,828
2. 2013 Share Option Scheme (26/03/2013) (granted on 15/12/2016) Exercise price: HKD2.29 Ordinary Shares (Note 1)	NIL	NIL	NIL	NIL	NIL	131,444,041
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 (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. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares 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 B. (Ordinary shares)	N/A	
				(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. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A						
Stock code (if listed)						
Class of shares 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. (Ordinary shares)					N/A	
(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. 2017 Performance Awards (See Remark 1) Ordinary Shares	NIL	43,461,005
2. 2018 Performance Awards (See Remark 2) Ordinary Shares	NIL	9,272,556
3. N/A (/ /) shares (Note 1)		
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 (Note 1) <u> N/A </u> 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) <u> N/A </u> 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) <u> N/A </u> Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue			Class of shares issuable (Note 1) <u> N/A </u> 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 _____ <u>N/A</u> 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 _____ <u>N/A</u> repurchased (<i>Note 1</i>) Cancellation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares			Class of shares _____ <u>N/A</u> 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 _____ <u>N/A</u> issuable (<i>Note 1</i>) 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 (<i>Note 1</i>) _____ N/A _____ 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 (<i>Note 1</i>) _____ N/A _____ Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
Total E. (Ordinary shares)			_____ N/A	_____
(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)	_____ 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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

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.

Remarks (if any):

1. On 31 August 2017, the Company granted performance awards to eligible Incentive Participants pursuant to the Long Term Incentive Equity Plan adopted by the Company in 2012 (2017 Performance Awards). The time of vesting will be on or around April 2020. Upon vesting, award shares may be issued and allotted to eligible Incentive Participants to satisfy the performance awards, at a ratio of one award share for each performance award.

On 5 December 2017, the Company announced that the Board resolved to satisfy the performance awards in respect of the 2017 Performance Awards under the Long Term Incentive Equity Plan, to the extent they vest in accordance with their terms, by way of issue and allotment of up to 54,391,336 new Award Shares of the Company to Incentive Participants (including the Connected Incentive Participants) pursuant to the general mandate granted to the Board at the annual general meeting of the Company held on 24 May 2017. At the extraordinary general meeting of the Company held on 8 March 2018, the Independent Shareholders approved, to the extent they vest in accordance with the terms, the issue and allotment of up to 18,959,098 new Connected Award Shares of the Company to the Connected Incentive Participants in respect of the 2017 Performance Awards pursuant to the Long Term Incentive Equity Plan.

2. On 29 June 2018, the Company granted a total of 9,517,609 performance awards to eligible Incentive Participants pursuant to the Long Term Incentive Equity Plan adopted by the Company in 2012 (2018 Performance Awards). The time of vesting will be on or around June 2021. Upon vesting, award shares may be issued and allotted to eligible Incentive Participants to satisfy the Performance awards, at a ratio of one award share for each performance award.

Submitted by: GAO XIAOYU

Title: EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER
(Director, Secretary or other duly authorised officer)

Notes:

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*