HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/10/2019</u>

To : Hong Kong Exchanges and Clearing Limited

	Brainhole Technology Limited (Incorporated in the Cayman Islands with limited liability)
Date Submitted	04/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>02203</u> Descrip	otion :	BRAINHOL	E TECH	
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>	
Balance at close of preceding month	2,000,000,000	0.01	20,000,000.00	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	2,000,000,000	0.01	20,000,000.00	
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	N/A	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (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 :		ion :	N/A	\
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	of precedir	ng month		·	
Increase/(decreas	se)	_		-	
Balance at close o	of the mon	ith _			

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*HK*\$): 20,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	800,000,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	 N/A	 N/A		
Balance at close of the month	800,000,000	N/A	N/A	N/A		

Share Options (und	er Share Opt	ion Schemes o	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM		Novement duri	ng the month		thereto	thereto as at close of
approval date						the month
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option	Granteu	LXEICISEU	Cancelleu	Lapseu		
Scheme						
adopted						
on 23						
September						
2015						
2010						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)						
2.Exercise Price						
HK\$						
Maating						
Meeting						
approved						
shares						
(Note 1)						
3. Exercise						
Price						
HK\$						
Meeting						
approved						
shares						
(Note 1)		T . (NU!	
		Iota	IA. (Ordina			
			(Preference)		N/A	
				her class)	N/A	
Total funds raised d		nth from exerci	se			
of options (State cu	rrency)			NIL		

Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1.	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
<u> </u>						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)		、 、				
(dd/mm/yyyy) 2.	(/ /)				
<u></u>						
(/ /) Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
(if applicable) (dd/mm/yyyy)	(/ /)				
<u>3.</u>						
(/ /) 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 E) (Ordina	ary shares)	N/A	
				ce shares)	N/A N/A	_
				ther class)	N/A	-

Amount at currency of amount Amount at close of amount Converted close of amount Amount at close of amount Converted close of during the close of the thereto of amount Amount at close of the preceding month Interest preceding month Interest preceding month	Convertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ch are to be Liste	ed)		
Stock code (if listed)	Class and description	amount	close of preceding	Converted during the	close of the	shares of issuer issued during the month pursuant	shares of issuer which may be issued pursuant thereto as at close of the
Stock code (if listed)							
Stock code (if listed)		_					
Class of shares issuable (Note 1) Subscription price ECM approval date (if applicable) (dd/mm/yyyy)) 2.		N/A	N/A	N/A	N/A	N/A	N/A
EGM approval date (if applicable) (dd/mm/yyyy)) (/ / / _) 2.	Class of shares						
(if applicable) (dd/mm/yyyy)) (/ / /) 2.							
2.	(if applicable)	(/ /)					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (I / /) 3.							
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.		_					
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.							
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.							
issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (/ /) 3. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (/ /) 4. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 3.							
(dd/mm/yyyy) (/ / /) 3.	EGM approval date						
3.							
Stock code (if listed)		(/ /)					
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (if applicable) (dd/mm/yyyy) 4.	<u> </u>						
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (if applicable) (dd/mm/yyyy) 4.							
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (if applicable) (dd/mm/yyyy) 4.							
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. 							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy) (/ /) 4. 							
4.	(if applicable)						
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	4.						
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							
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		_					
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	Stock code (if listed)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A	Class of shares						
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A							
(if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A							
(dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A							
(Preference shares) N/A		(/ /)					
							_
(Other class) N/A							_
				(O	ther class)	N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	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
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. N/A		
	-	
(/ /) shares (Note 1)	-	
2. N/A		
	-	
shares (Note 1)	-	
		· · · · · · · · · · · · · · · · · · ·
3. <u>N/A</u>		
	-	
	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	,
(Preference shares) (Other class)	N/A N/A	
	IN/A	

Otl	her Movements	in Issued Sha	are Capital				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
			State	Class of shares issuable <i>(Note 1)</i>	(/ /)		
1.	Rights issue	At price :	currency	date : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			State	Class of shares issuable (Note 1)	(/ /			
2.	Open offer	At price :	currency	Issue and allotment date : (dd/mm/yyyy) EGM approval date:)		
				(dd/mm/yyyy)			N/A	<u>N/A</u>
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/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
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	NI/A	N1/A
							<u>N/A</u>	N/A
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	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
9. Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	N/A
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)	N/A	N/A
	Total E. (Ordinary share (Preference share) (Other clas	s) 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
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	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.

Remarks (if any):

N/A

					-
Submitted by:	Wan Duo				
Title:	Director				
(Director,	Secretary or other of	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.