



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 May 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Alco Holdings Limited

Date Submitted: 07 June 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00328	Description	Ordinary shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	3,000,000,000	HKD	0.1	HKD	300,000,000	
Increase / decrease (-)	27,000,000,000			HKD		
Balance at close of the month	30,000,000,000	HKD	0.01	HKD	300,000,000	

Total authorised/registered share capital at the end of the month: HKD 300,000,000

Remarks:

(a) every fifty (50) issued and unissued existing Shares of par value of HK\$0.10 each in the authorised share capital of the Company be consolidated (the "Share Consolidation") into one (1) ordinary share of par value of HK\$5.00 each (the "Consolidated Share(s)");

(b) the issued share capital of the Company be reduced by (a) rounding down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and

(b) cancelling the paid-up share capital to the extent of HK\$4.99 on each issued Consolidated Share such that the par value of each issued Consolidated Share will be reduced from HK\$5.00 to HK\$0.01 (the "Capital Reduction");

(c) the entire amount standing to the credit of the share premium account of the Company of approximately HK\$417,678,944 be reduced to nil (the "Share Premium Reduction");

(d) the credits arising from the Capital Reduction and the Share Premium Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda to then be applied in full to set off against the accumulated losses of the Company or be applied by the Board in any other manner as may be permitted under the bye-laws of the Company and all applicable laws of Bermuda from time to time without further authorisation from the Shareholders;

(e) each of the then authorised but unissued Consolidated Shares of par value of HK\$5.00 each in the share capital of the Company be subdivided into five hundred (500) authorised but unissued

shares of par value of HK\$0.01 each in the share capital of the Company (the "Adjusted Share(s)") such that the authorised share capital of the Company will be HK\$299,840,886.27 divided into 29,984,088,627 Adjusted Shares of par value of HK\$0.01 each (the "Share Subdivision", together with the Share Consolidation, the Capital Reduction and the Share Premium Reduction, the "Capital Reorganisation") immediately following the Share Subdivision becoming effective and such Adjusted Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company.(as detailed in the circular of the Company dated 17 March 2023)

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00328	Description				
Balance at close of preceding month		795,568,650				
Increase / decrease (-)		-779,657,277				
Balance at close of the month		15,911,373				

Remarks:

(a) every fifty (50) issued and unissued existing Shares of par value of HK\$0.10 each in the authorised share capital of the Company be consolidated (the "Share Consolidation") into one (1) ordinary share of par value of HK\$5.00 each (the "Consolidated Share(s)");

(b) the issued share capital of the Company be reduced by (a) rounding down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and

(b) cancelling the paid-up share capital to the extent of HK\$4.99 on each issued Consolidated Share such that the par value of each issued Consolidated Share will be reduced from HK\$5.00 to HK\$0.01 (the "Capital Reduction");

(c) the entire amount standing to the credit of the share premium account of the Company of approximately HK\$417,678,944 be reduced to nil (the "Share Premium Reduction");

(d) the credits arising from the Capital Reduction and the Share Premium Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda to then be applied in full to set off against the accumulated losses of the Company or be applied by the Board in any other manner as may be permitted under the bye-laws of the Company and all applicable laws of Bermuda from time to time without further authorisation from the Shareholders;

(e) each of the then authorised but unissued Consolidated Shares of par value of HK\$5.00 each in the share capital of the Company be subdivided into five hundred (500) authorised but unissued shares of par value of HK\$0.01 each in the share capital of the Company (the "Adjusted Share(s)") such that the unissued authorised share capital of the Company will be HK\$299,840,886.27 divided into 29,984,088,627 Adjusted Shares of par value of HK\$0.01 each (the "Share Subdivision", together with the Share Consolidation, the Capital Reduction and the Share Premium Reduction, the "Capital Reorganisation") immediately following the Share Subdivision becoming effective and such Adjusted Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company.(as detailed in the circular of the Company dated 17 March 2023)

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00328				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Capital reorganisation			10 May 2023	08 May 2023	-779,657,277	0

Total E (Ordinary shares): -779,657,277

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>-779,657,277</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. 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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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.

Submitted by: LEI KAM CHAO

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"