



## 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 January 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Viva China Holdings Limited

Date Submitted: 06 February 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	08032	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	20,000,000,000	HKD	0.05	HKD	1,000,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	20,000,000,000	HKD	0.05	HKD	1,000,000,000	

2. Type of shares	Preference shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Redeemable Preferred Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	6,000,000,000	HKD	0.01	HKD	60,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	6,000,000,000	HKD	0.01	HKD	60,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,060,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08032	Description				
Balance at close of preceding month	9,680,413,727					
Increase / decrease (-)	1,320,000					
Balance at close of the month	9,681,733,727					

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		Ordinary shares		Class of shares		Not applicable		Shares issuable to be listed on SEHK (Note 1)		Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)				08032								
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		No. of new shares of issuer issued during the month pursuant thereto (A)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month		The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1).	2021 Share Option Scheme Exercise Price: HK\$0.67	217,897,666		Exercised	-1,320,000	216,570,666		1,320,000		124,904,002		654,365,605
				Lapsed	-7,000							
General Meeting approval date (if applicable)		18 January 2021										
2).	2021 Share Option Scheme Exercise Price: HK\$1.30	14,304,000		Lapsed	-1,008,000	13,296,000		0		0		654,365,605
General Meeting approval date (if applicable)		18 January 2021										

Total A (Ordinary shares): 1,320,000

Total funds raised during the month from exercise of options: HKD 884,400

#### (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)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)	08032					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds	HKD	555,100,000		555,100,000	0	1,708,000,000
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	0.325				
General Meeting approval date (if applicable)	04 November 2013					

Total C (Ordinary shares): \_\_\_\_\_ 0

**(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** Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) \_\_\_\_\_ 1,320,000

**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 GEM of 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 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.

Submitted by: Chan Tsz Ping

Title: Secretary

(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”