日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/12/2019

To : Hong Kong Exchanges and Clearing Limited

	Xiezhong International Holdings Limited (Incorporated in the Cayman Islands with limited liability)
Date Submitted	02/01/2020

I. Movements in Authorised Share Capital

 Ordinary Shares

(1) Stock code : <u>03663</u> Descrip	otion :	G INTL	
	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 : <u>N/A</u>		
	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 :	N/A	Descript	ion :	N/A		
			prefe	o. of erence ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedi	ing month			- <u> </u>	
Increase/(decre	ase)	_			-	
Balance at clos	e of the mo	nth _			. <u> </u>	

3. Other Classes of Shares

Stock code :	<u>N/A</u>	_Descript	ion : <u>N</u>	/A		
			No. of of classes share	of	Par value (State currency)	Authorised share capital (State currency)
Balance at close	e of precedir	ng month				
Increase/(decre	ase)	-				
Balance at close	e of the mon	th _				

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		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option					issuer issued during	No. of new shares of issuer which may be
scheme					the month pursuant	issued pursuant
including EGM approval date		Movement duri	ing the month		thereto	thereto as at close of the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme adopted						
On 21/05/2012						
Exercise Price:						
HK\$						
(21/05/2012)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
2.Exercise Price:						
HK\$						
(/ /)						
shares						
(Note 1)						
3.Exercise Price:						
HK\$						
(/ /)						
shares						
(Note 1)						
		Tota	al A. (Ordina			
			(Preferen	ce shares)		
			(O	ther class)	N/A	
Total funds raised du of options (State cur		nth from exerci	se	N/A		

Warrants to Issue Shares of the	e Issuer which	are to be L	isted			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal va at close precedir month	of Exercised during the	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>1.</u>						
	N/A	N/A	N/A	N/A	N/A	N/A
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 (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
3.						
Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable)						
	(/ /)				
4.						
(/ /)				·		
Stock code (if listed)						
Class of shares						
Subscription price						
(if applicable) (dd/mm/yyyy)	(/ /)				
	· · · ·			. ``		
		Тс		ary shares) ice shares)	N/A N/A	-
				ther class)		-
					1.1/1	-

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted	Amount at close of the month	No. of new shares of issuer during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	_					
	_					
	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))	(/ /)					
<u>2.</u>	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
3.						
<u> </u>	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4.</u>	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
(uu/mm/yyyy)	(/ /)		Total C. (Ordina	arv shares)	N/A	
				ce shares)		-
				ther class)		- -

Any other Agreements or Arrangements to Issue Shares of the Issuer v	which are to be Listed	l, 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
 Proposed Issue of a maximum of HK\$218,685,000 Consideration CB at the Conversion Price of HK\$1.50 per Conversion Share, issue of 145,790,000 Conversion Shares upon full conversion pursuant to the Sale and Purchase Agreements dated 31 July 2018, 31 October 2018 and 11 December 2018. For details, please refer to the Circular dated 11 December 2018 EGM approval date: 28/12/2018 		
2. N/A) <u>NIL</u>	NIL
(/ / /		
3. <u>N/A</u>		
Total D. (Ordinary shares) (Preference shares) (Other class)	NIL	-

ar Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed includir .

	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
1.	Rights issue	At price :	State	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
2.	Open offer	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)	(/ /)	N/A	N/A
3.	Placing	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
4.	Bonus issue			Class of shares issuable (<i>Note 1</i>) 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)	(/ /)		
							<u>N/A</u>	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
							<u> </u>	<u> </u>
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<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)	(/ /)		
							<u>N/A</u>	<u>N/A</u>

	Type of Issue			No. of new shares of issuer 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		
9.	Capital reorganisation		Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
	Other (Please specify) At price :	State currency	Class of shares issuable (Note 1)		
10.			Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	N/A
			Total E. (Ordinary share	s) <u>N/A</u>	_
			(Preference share	s) N/A	
			(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 Issued Share Capital").)				

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: completion has taken place of the purchase by the issuer of all property shown in the listing document (vii) to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and (viii) executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: _____Chui Wing Fai, Jeff_____ Title: _____Company Secretary _____ (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.