

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

Monthly Return of Equity Issuer on Movements in Securities

To : Hong Kong Exchanges and Clearing Limited						
Xiezhong International Holdings Limited Name of Issuer Oate Submitted \[\text{Xiezhong International Holdings Limited} \\ \text{(Incorporated in the Cayman Islands with limited liability)} \\ 04/08/2020						
I. Movements in Authorised	I. Movements in Authorised Share Capital					
1. Ordinary Shares						
(1) Stock code : <u>03663</u>	Descrip	otion:	XIEZHON	G INTL		
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of precedir	ng month	2,000,000,000	0.01	20,000,000.00		
Increase/(decrease)		NIL		NIL		
Balance at close of the mon	th	2,000,000,000	0.01	20,000,000.00		
(2) Stock code : N/A	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 mon	ıth					

31/07/2020

2. Preference S	Shares				
Stock code :	N/A	Descri	ption : <u>N/A</u>		
			No. of preference shares	Par value (State currency)	capital
Balance at clos	se of prece	eding month			
Increase/(decre	ease)				
Balance at clos	se of the m	onth			
3. Other Classe	es of Shar	es			
Stock code :	N/A	Descri	ption : <u>N/A</u>		
			No. of other classes of shares	Par value (State currency)	capital
Balance at clos	se of prece	ding month			
ncrease/(decre	ease)				
Balance at clos	se of the m	onth			

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) No. of new shares of No. of new shares of Particulars of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant including EGM thereto thereto as at close of Movement during the month approval date 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) N/A N/A N/A Ordinary shares N/A N/A N/A (Note 1) 2.Exercise Price: HK\$ shares (Note 1) 3.Exercise Price: HK\$ shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) N/A

No. of new No. of shares of shares of lissuer value at close of of nominal value (Date of expiry - dd/mm/yyyy) 1.	
N/A	s of which be ed ant as at f the
Stock code (if listed) Class of shares issuable (Note 1) 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) 2. (Α
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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 B. (Ordinary shares) N/A	
(Preference shares) N/A (Other class) N/A	

Convertibles (i.e. Convertible	into Shares of t	he Issuer wh	nich are to be List	ed)		
Class and description	Currency of amount outstanding	Amount a close of preceding month	Converted	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.	<u> </u>					
	<u> </u>					
-		N1/A	N1/A	N 1/A	N1/A	N 1/A
Stock code (if listed)	N/A	N/A	N/A	<u>N/A</u>	N/A	N/A
Class of shares						
issuable (Note 1)						
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.	<u> </u>					
	<u> </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 C. (Ordina	arv shares)	N/A	
				ice shares)	N/A	_
				ther 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)

Optio	ons (other than under Share Option Schemes)		
		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
	particulars including EGM approval date (dd/mm/yyyy),		of the month
	oplicable, and class of shares issuable:		
1.	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		
-	Tor details, please refer to the Officular dated 11 December 2010	-	
-	EGM approval date: 28/12/2018	-	
		NIII	NIII
	Ordinary shares (Note 1)	NIL	NIL
2.	N/A		
	(/ /)		
•	shares (Note 1)		
·			
3.	N/A		
-			
		1	
-			
	shares (Note 1)		
.	Stidies (Note 1)		-
	Total D. (Ordinary charge)	NIII	
.	Total D. (Ordinary shares)	NIL	
] .	(Preference shares)	NIL	
	(Other class)	NIL	
		I	

No. of new shares of issuer issued during the month pursuant thereto Type of Issue Class of shares issuable (Note 1)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class of shares	monun
1. Rights issue At price : State Issue and allotment (/ /) date : (dd/mm/yyyy)	
EGM approval date: (/ /) (dd/mm/yyyy)	21/2
N/A	N/A
Class of shares issuable (Note 1)	
2. Open offer 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)	
3. Placing At price: State Issue and allotment (/ /) date: (dd/mm/yyyy)	
EGM approval date: (/ /) (dd/mm/yyyy)	
	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 1/A	N1/A
							<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
							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)	(/ /)		
				(dd/iiii/yyyy)			N/A	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
Type of Issue			
	Class of sharesissuable (Note 1)	-	
Capital reorganisation	Issue and allotment (/ / date : (dd/mm/yyyy))	
	EGM approval date: (/ / (dd/mm/yyyy))	
		N/A	N/A
	Class of sharesissuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment (/ / date : (dd/mm/yyyy))	
	EGM approval date: (/ / (dd/mm/yyyy)) <u>N/A</u>	N/A
	Total E. (Ordinary shar	es) N/A	
	(Preference shar	es) N/A	_
	(Other cla	iss) N/A	_
Γ			
Total increase / (decrease) in ordinary shares dur	ring 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 sha	ares during the month (i.e. Total of A	to N/A	
E): (These figures should be the same as the releval Capital").)	nt figures under II above ("Movemen	ts in Issued Si	hare

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.
Submi	tted 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.