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) :

30/11/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Xiezhong International Holdings Limited (Incorporated in the Cayman Islands with limited liability)
Date Submitted	01/12/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>03663</u> Descrip	tion : XIEZHON		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 <i>(State currency)</i>	
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 preced	ing month				
Increase/(decre	ease)	-			-	
Balance at clos	e of the mo	nth _				

3. Other Classes of Shares

Stock code :	<u>N/A</u>	_Descript	ion :	<u>N/A</u>		
			No. of class sha		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 ordir	ary 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 scheme					issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
including EGM		Movement durin	ng the month		thereto	thereto as at close of the month
approval date - (dd/mm/yyyy) and						the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option	0.01000					
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)						
(11010-1)						
2.Exercise Price:						
HK\$						
(/ /)						
shares						
(Note 1)						
(
3.Exercise Price:						
HK\$						
(/ /)						
shares						
(Note 1)		- <u> </u>				
· · · ·		Tota	IA. (Ordina	ry shares)	N/A	
				ce shares)		
			•	ther class)		
Total funds raised du	uring the mo	nth from exercis	•	,		
of options (State cur				N/A		

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	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>1.</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		<u> </u>		<u> </u>		
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) <u>3.</u>	(/ /)				
Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy) 4.	(/ /)				
				<u> </u>		
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total E	(Preferen	ary shares) ce shares) ther class)	N/A	-
			(0			-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whi	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	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
		N/A	N/A	N/A	N/A	N/A
Stock code (if listed)		14/74				
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)						
	(/ /)					
4.						
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	<i>,</i>					
(dd/mm/yyyy)	(/ /)			m (oborce)	NI/A	
			Total C. (Ordina	ary snares) ce shares)	N/A N/A	-
				ther class)		-
			(0			-

Options (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
Full particulars including EGM approval date (dd/mm/yyyy),	purodant increto	of the month
if applicable, 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]	
EGM approval date: 28/12/2018		
		N 111

Ordinary shares (Note 1)

NIL

NIL NIL NIL

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2. N/A

		(//)
		shares (Note 1)
3.	N/A	
		(/ /)
		shares (Note 1)
	Tota	al D. (Ordinary shares)
		(Preference shares)
		(Other class)

Oth	ner Movements	in Issued Sha	re Capital				No. of new shares of issuer issued	No. of new shares of issuer which may be
	Type of Issue						during the month pursuant thereto	issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
1.	Rights 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>
				Class of shares issuable (Note 1)				
2.	Open offer	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 issuable (Note 1)				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u> </u>
				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				
5.	Scrip dividend	At price :	State currency ———	issuable <i>(Note 1)</i> 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)	(/ /)	NI/A	NI/A
							<u>N/A</u>	N/A
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/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
			Class of shares issuable (Note 1)		
9.	Capital reorganisation		Issue and allotment (/ /) date:(dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)		
10.	Other (Please specify) At price :	State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
			Total E. (Ordinary share	es) N/A	_
	(Preference shares)			es) <u>N/A</u>	
			(Other class	ss) <u>N/A</u>	_

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; all the definitive documents of title have been delivered/are ready to be delivered/are being prepared (vi) 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 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:		_
(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.