

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		31/01/2021					
To : Hong Kong Exchanges and Clearing Limited							
Name of Issuer Name Submitted \[\begin{align*} \text{Xiezhong International Holdings Limited} \\ \text{(Incorporated in the Cayman Islands with limited liability)} \\ \text{01/02/2021} \end{align*}							
I. Movements in Authorised S	Share Ca	pital					
1. Ordinary Shares							
(1) Stock code : <u>03663</u>	Descrip	tion :	XIEZHON	G INTL			
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)			
Balance at close of preceding	g month _	2,000,000,000	0.01	20,000,000.00			
Increase/(decrease)	-	NIL		NIL			
Balance at close of the month	n <u>-</u>	2,000,000,000	0.01	20,000,000.00			
(2) Stock code : N/A	Descrip	tion : <u>N/A</u>					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding	g month _						
Increase/(decrease)	-						
Balance at close of the month	า						

2. Preference Shares			
Stock code : <u>N/A</u> Descript	tion: N/A		
	No. of preference shares	Par value (State currency)	capital
Balance at close of preceding month _			
Increase/(decrease)			
Balance at close of the month _	_		
3. Other Classes of Shares			
Stock code : <u>N/A</u> Descript	tion: N/A		
	No. of other classes of shares	Par value (State currency)	capital
Balance at close of preceding month _			
Increase/(decrease)			
Balance at close of the month _			
Total authorised share capital at the en	nd of the month:	_HK\$20	,000,000.00

II. Movements in Issued Share Capital

No. of ordir	nary shares	No of preference	No. of other		
(1)	(2)	shares	classes of shares		
000 000 000	N1/A	N1/A	NI/A		
800,000,000	N/A	N/A	N/A		
NIII	N/Δ	N/A	N/A		
INIL	IN/A	IN/A	N/A		
800,000,000	N/A	N/A	N/A		
	(1) 800,000,000 NIL	800,000,000 N/A NIL N/A	(1) (2) Shares 800,000,000 N/A N/A NIL 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) 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) 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)

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
1.						
	N/A	N/A	N/A	N/A	N/A	N/A
Class of shares issuable (Note 1) Subscription price EGM approval date				1477	- 1471	1471
(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.	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /)				
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /) Total E	Ordina	ary shares)	N/A	
		iolai E	(Preferen	ice shares) ther class)	N/A N/A N/A	-

Convertibles (i.e. Convertible	into Shares o	f the Issuer v	vhich are to be List	ted)		
Class and description	Currency o amount outstanding	precedii	of Converted ng during the	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.						
Stock code (if listed)		N/A	N/A	N/A	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>)				
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. (Ordin	ary charge)	N/A	
			(Preferer	nce shares) Other class)	N/A N/A 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)

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
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 Ordinary shares (Note 1)	NIL	NIL
2. N/A (//) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	NIL NIL NIL	

Ot	her Movements	in Issued Sh	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 a close of the month
	Type of Issue							monun
				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>	N/A
				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)	(/ /)		
				· · · · · · · · · · · · · · · · · · ·			N/A	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(44			N/A	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				
			2	issuable (Note 1)	(١		
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)	(/ /)	NI/A	N1/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)	(/ /)		
				(dammyyyy)			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)		
Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)	NI/A	N1/A
		<u>N/A</u>	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)	N/A	N/A
	Total E. (Ordinary shares	s) N/A	_
	(Preference shares	s) <u>N/A</u>	_
	(Other class	s) <u>N/A</u>	-
Total increase / (decrease) in ordinary shares dur	ing the month (i.e. Total of A to E): (1) NIL	
	(2	2) N/A	
Total increase / (decrease) in preference shares of	,	N/A	
Total increase / (decrease) in other classes of sha E):	ares during the month (i.e. Total of A to	N/A	
(These figures should be the same as the relevar Capital").)	nt figures under II above ("Movements	in Issued SI	nare

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.
Submit	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.