



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 May 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Ruifeng Renewable Energy Holdings Limited (Incorporated in the Cayman Islands with limited liability)

Date Submitted: 02 June 2022

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	00527	Description	Ordinary shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	10,000,000,000	HKD	0.01	HKD	100,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	10,000,000,000	HKD	0.01	HKD	100,000,000	

Total authorised/registered share capital at the end of the month: HKD 100,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00527	Description	Ordinary shares			
Balance at close of preceding month		1,979,140,800				
Increase / decrease (-)		0				
Balance at close of the month		1,979,140,800				

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)		00527					
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). Share Option Scheme Exercise Price of HK\$0.18 per Ordinary Share	179,900,000		0	179,900,000		179,900,000	179,900,000
General Meeting approval date (if applicable)		01 June 2015					

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

(B). Warrants to 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)		00527					
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month		Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto (B)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Non-Listed Warrant in an aggregate principal amount of approximately HK\$87.1 million due on 4 February 2023	HKD	86,900,000	Issued	0	86,900,000	0	395,000,000

Stock code of the Warrant (if listed on SEHK) (Note 1)		
Subscription price	HKD	0.22
Date of expiry	04 February 2023	
General Meeting approval date (if applicable)	23 July 2021	

Total B (Ordinary shares): _____ 0

(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)		00527					
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	356,375,000	Issued	0	356,375,000	0	1,979,861,111
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.18					
General Meeting approval date (if applicable)	19 April 2022						
2). Convertible Bonds	HKD	19,612,000	Issued	0	19,612,000	0	41,288,421
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.475					
General Meeting approval date (if applicable)	20 February 2019						

Total C (Ordinary shares): _____ 0

Remarks:

Reference is made to the announcement of the Company dated 25 March 2019 relating to the issue of convertible bonds in the aggregate principal amount of HK\$313,795,000 under the specific mandate (the "Announcement"). The Convertible Bonds (as defined in the Announcement) were matured on 25 March 2021. On 28 January 2022 (after trading hours), the Company entered into a subscription agreement with one of the two bondholders of the Convertible Bonds in respect of convertible bonds in the principal amount of HK\$356,375,000 (the "Proposed Convertible Bonds"). The outstanding amount payable by the Company to the bondholder under the Convertible Bonds is expected to be fully settled through the issue of the Proposed Convertible Bonds by the Company. The issue of Proposed Convertible Bonds was completed on 28 April 2022. Please refer to the Company's announcement dated 28 January 2022 and 28 April 2022 and the Company's circular dated 29 March 2022 for details of the Proposed Convertible Bonds. The Company and the other bondholder of the Convertible Bonds have mutually agreed to discuss the settlement plans of the Convertible Bonds by the end of 2022. Please refer to the Company's announcement dated 28 January 2022 and the Company's circular dated 29 March 2022 for more details.

(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) _____ 0

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 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.

Submitted by: Wong Yuk Ki

Title: Company 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"