



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 July 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Health Group Limited (Carrying on business in Hong Kong as CHG HS Limited) (Incorporated in Bermuda with limited liability)

Date Submitted: 03 August 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	00673	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	

2. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Redeemable Convertible Cumulative Preference Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	15,000	USD	0.01	USD	150	
Increase / decrease (-)	0			USD	0	
Balance at close of the month	15,000	USD	0.01	USD	150	

Total authorised/registered share capital at the end of the month: HKD 10,000,001,164

Remarks:

According to the circular of the Company dated 16 June 2006, USD is converted into HKD on the basis of USD1 equivalent to HKD7.76 for illustrative purpose. As such, the authorized share capital of Redeemable Convertible Cumulative Preference Shares is USD150 (equivalent to HKD1,164).

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00673	Description				
Balance at close of preceding month			4,389,947,634			
Increase / decrease (-)			0			
Balance at close of the month			4,389,947,634			

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)		00673					
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	203,000,000			203,000,000	0	203,000,000	275,894,763
General Meeting approval date (if applicable)	28 August 2012						

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 0

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

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)		00673				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	<p>On 9 June 2022, the Placing Agreement was entered into between the Company and the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Convertible Bonds in the aggregate principal amount of up to HK \$82,000,000 on a best effort basis to not less than six institutional, corporate or individual investors who are recognized as professional investors under the Securities and Futures Ordinance and who and whose ultimate beneficial owners are Independent Third Parties and not acting in concert (as defined in the Takeovers Code) with each other. Upon full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.10 per Conversion Share, a total of 820,000,000 Conversion Shares will be allotted and issued.</p> <p>As disclosed in the Share Consolidation Announcement, the Board proposed to conduct the Share Consolidation and Change of Board Lot Size. If the Share Consolidation becomes effective, every 10 issued and unissued Shares of par value of HK\$0.10 each shall be consolidated into 1 Consolidated Share of par value of HK\$1.00 each. Pursuant to the terms and conditions of the Convertible Bonds, if the Share Consolidation becomes effective, the initial Conversion Price will be adjusted from HK\$0.10 per Conversion Share to HK\$1.00 per Conversion Share, and the maximum number of Conversion Shares will be adjusted from 820,000,000 Shares to 82,000,000 Consolidated Shares.</p> <p>On 16 June 2022, the Company and the Placing Agent entered into a supplemental placing agreement to change the Long Stop Date.</p> <p>On 30 June 2022, the Company and the Placing Agent entered into a second supplemental Placing agreement to change the Long Stop Date from 30 June 2022 to 14 July 2022 (or such later date as the Placing Agent and the Company may agree).</p> <p>On 14 July 2022, the Company and the Placing Agent entered into a third supplemental Placing agreement to change the Long Stop Date from 14 July 2022 to 26 July 2022 (or such later date as the Placing Agent and the Company may agree).</p> <p>On 26 July 2022, the Company and the Placing Agent entered into a fourth supplemental Placing agreement to change the Long Stop Date from 26 July 2022 to 3 August 2022 (or such later date as the Placing Agent and the Company may</p>		09 September 2021	0	820,000,000	

	agree). For details, please refer to the Company's announcements dated 9, 16, 30 June, 14 and 26 July 2022.			
2).	The Board proposed to conduct the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each will be consolidated into one (1) Consolidated Share of par value of HK\$1.00 each. Subject to the Share Consolidation being effective, the Board proposed to change the board lot size for trading of the Shares from 3,000 to 6,000. Share Consolidation is subject to approval at SGM to be held on 4 August 2022. For details, please refer to the Company's announcement dated 10 and 16 June 2022 and the Company's circular dated 4 July 2022.		0	0

Total D (Ordinary shares): _____ 0

(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: Zhang Fan

Title: Director

(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"