



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 December 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: JIYI HOLDINGS LIMITED

Date Submitted: 03 January 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	01495	Description	Ordinary Shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		5,000,000,000	HKD	0.1	HKD	500,000,000
Increase / decrease (-)		-4,000,000,000			HKD	
Balance at close of the month		1,000,000,000	HKD	0.5	HKD	500,000,000

Total authorised/registered share capital at the end of the month: HKD 500,000,000

Remarks:

Remark 1

The Capital Reorganisation was approved pursuant to the passing of special resolution of the extraordinary general meeting held on 9 December 2022, and the Share Consolidation became effective on 13 December 2022.

Immediately after the Share Consolidation became effective but before the Capital Reduction becomes effective, the authorised share capital of the Company has become HK\$500,000,000, divided into 1,000,000,000 Consolidated Shares with par value of HK\$0.50 each, of which 263,765,522 Consolidated Shares are in issue.

For details, please refer to the announcements of the Company dated 4 November 2022 and 9 December 2022 respectively, the next day return form of the Company dated 13 December 2022, and the circular of the Company dated 24 November 2022.

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01495	Description	Ordinary shares			
Balance at close of preceding month		1,318,827,612				
Increase / decrease (-)		-1,055,062,090				
Balance at close of the month		263,765,522				

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)	01495						
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
		Others					
1). Share Option Scheme adopted on 06/10/2015 Exercise Price HK \$2.80 per Ordinary Shares (Please refer to Remark 2 below)	37,118,000	Others	-29,694,400	7,423,600		0	7,423,600
		Please refer to Remark 2 below					
General Meeting approval date (if applicable) _____							

Total A (Ordinary shares): _____

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

Remarks:

Remark 2

Adjustments were made to the exercise price and number of shares to be issued for the share options upon the Share Consolidation becoming effective on 13 December 2022. Details can be referred to the announcement of the Company dated 9 December 2022.

(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)

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)	01495					
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 under specific mandate issued on 25 June 2019	HKD	41,555,555	Others Please refer to Remark 3 below	-33,244,444 8,311,111	0	8,311,111
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	5				
General Meeting approval date (if applicable)	30 May 2019					

Total C (Ordinary shares): _____ 0

Remarks:

Remark 3
Adjustments were made to the exercise price and number of shares to be issued for the Outstanding Convertible Bonds upon the Share Consolidation becoming effective on 13 December 2022. Details can be referred to the announcement of the Company dated 9 December 2022.

(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

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		01495				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Capital reorganisation				09 December 2022	-1,055,062,090	

Total E (Ordinary shares): -1,055,062,090

Remarks:

Please refer to Remark 1 above

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -1,055,062,090

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: Lo Wai Siu

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"