



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 January 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Yuzhou Group Holdings Company Limited

Date Submitted: 02 February 2023

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	01628	Description	Ordinary Shares			
	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 (-)				HKD		
Balance at close of the month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	

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

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01628	Description	Ordinary Shares			
Balance at close of preceding month		6,543,909,500				
Increase / decrease (-)						
Balance at close of the month		6,543,909,500				

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)		01628					
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 approved On 24/05/2010 Date of offer: 31/12/2012 Exercise price: HK\$1.875 Exercise period: 01/01/2016 to 31/12/2022 Ordinary shares	4,681,200	Lapsed	-4,681,200	0			
General Meeting approval date (if applicable)		24 May 2010					
2). Share Option Scheme approved On 24/05/2010 Date of offer: 31/12/2013 Exercise price: HK\$1.93 Exercise period: 01/01/2017 to 31/12/2023 Ordinary shares	1,900,600			1,900,600			
General Meeting approval date (if applicable)		24 May 2010					

3).	Share Option Scheme approved On 24/05/2010 Date of offer: 20/01/2015 Exercise price: HK\$1.892 Exercise period: 21/01/2018 to 20/01/2025 Ordinary shares	4,726,500			4,726,500			
General Meeting approval date (if applicable)		24 May 2010						
4).	Share Option Scheme approved On 24/05/2010 Date of offer: 27/01/2016 Exercise price: HK\$1.812 Exercise period: 28/01/2019 to 27/01/2026 Ordinary shares	6,881,000			6,881,000			
General Meeting approval date (if applicable)		24 May 2010						
5).	Share Option Scheme approved On 24/05/2010 Date of offer: 26/01/2017 Exercise price: HK\$2.62 Exercise period: 27/01/2020 to 26/01/2027 Ordinary shares	10,620,000			10,620,000			
General Meeting approval date (if applicable)		24 May 2010						

6).	Share Option Scheme approved On 24/05/2010 Date of offer: 21/07/2017 Exercise price: HK\$4.55 Exercise period: 22/07/2020 to 21/07/2027 Ordinary shares	2,500,000			2,500,000			
General Meeting approval date (if applicable)		24 May 2010						
7).	Share Option Scheme approved On 24/05/2010 Date of offer: 25/01/2018 Exercise price: HK\$5.88 Exercise period: 26/01/2021 to 25/01/2028 Ordinary shares	17,200,000			17,200,000			
General Meeting approval date (if applicable)		24 May 2010						
8).	Share Option Scheme approved On 24/05/2010 Date of offer: 24/01/2019 Exercise price: HK\$3.65 Exercise period: 25/01/2022 to 24/01/2029 Ordinary shares	21,210,000			21,210,000			
General Meeting approval date (if applicable)		24 May 2010						

9).	Share Option Scheme approved On 24/05/2010 Date of offer: 22/01/2020 Exercise price: HK\$4.274 Exercise period: 23/01/2023 to 22/01/2030 Ordinary shares	29,618,000	Lapsed	-100,000	29,518,000			
General Meeting approval date (if applicable)		24 May 2010						
10).	Share Option Scheme approved On 04/06/2020 Date of offer: 28/01/2021 Exercise price: HK\$2.774 Exercise period: 29/01/2024 to 28/01/2031 Ordinary shares	40,225,000	Lapsed	-160,000	40,065,000			452,570,066
General Meeting approval date (if applicable)		04 June 2020						

Total A (Ordinary shares): _____

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

Remarks:

The Share Option Scheme adopted on 24 May 2010 (as set out in items 1 to 9 above) has been expired on 23 May 2020, and no further share options will be granted under the Scheme.

(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) 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) _____

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: Chiu Yu Kang

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"