



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 2023

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: 03 August 2023

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type 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 (-)				HKD	400,000,000	
Balance at close of the month	10,000,000,000	HKD	0.05	HKD	500,000,000	

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

Remarks:

1) Consolidation of every five (5) Existing Shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Shares of HK\$0.05 each pursuant to Share Consolidation which took effect on 6 July 2023; and
 2) Authorised share capital of the Company was increased to HK\$500,000,000 divided into 10,000,000,000 Consolidated Shares of a par value of HK\$0.05 each after the Share Consolidation becoming effective, which took effect on 6 July 2023.
 For details, please refer to the Company's circular dated 14 June 2023, poll results of extraordinary general meeting announcements dated 4 July 2023 and the Company's prospectus dated 19 July 2023 respectively.

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00527	Description	Ordinary shares			
Balance at close of preceding month		2,374,807,466				
Increase / decrease (-)		-1,899,845,973				
Balance at close of the month		474,961,493				

Remarks:

Consolidation of every five (5) Existing Shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Shares of HK\$0.05 each pursuant to Share Consolidation which took effect on 6 July 2023. For details, please refer to the Company's circular dated 14 June 2023, poll results of extraordinary general meeting announcements dated 4 July 2023 and the Company's prospectus dated 19 July 2023 respectively.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type 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
		Others	Adjustment				
1). Share Option Scheme Exercise Price of HK\$0.9 per Ordinary Share	179,900,000		-143,920,000	35,980,000		35,980,000	35,980,000
General Meeting approval date (if applicable)	01 June 2015						

Total A (Ordinary shares): _____

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

Remarks:

The exercise prices of the share options and the number of consolidated shares to be allotted and issued upon exercising of the outstanding share options had been adjusted as a result of the share consolidation taking effect from 6 July 2023. The exercise price of the outstanding Share Options was adjusted to HK\$0.90 per share.

(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. Class of shares issuable	Ordinary shares	Type 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
Type of convertibles		Bond/Notes				
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price		HKD 0.9				
General Meeting approval date (if applicable)		19 April 2022				

Total C (Ordinary shares): _____ 0

Remarks:

The conversion price of the Convertible Bonds and the number of consolidated shares to be converted and issued upon conversion had been adjusted as a result of the share consolidation taking effect from 6 July 2023. The conversion price of the outstanding Convertible Bonds was adjusted to HK\$0.90 per share.

(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. Class of shares issuable	Ordinary shares	Type 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	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). Reference is made to the circular and poll results announcement of extraordinary general meeting of the Company dated 14 June 2023 and 4 July 2023 respectively, whereby, among other things, the Company proposed and has approved to issue up to 1,277,353,730 Rights Shares at the Subscription Price of HK\$0.18 per Rights Share on the basis of five (5) Rights Shares for every two (2) Consolidated Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Excluded Shareholders. Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the	04 July 2023	0	1,277,353,733			

Unsubscribed Rights Shares and ES Unsold Rights Shares during the Placing Period to independent placees on a best effort basis, subject to the terms and conditions of the Placing Agreement.			
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Total D (Ordinary shares): 0

Remarks:

For details, please refer to the Company's circular dated 14 June 2023, poll results of extraordinary general meeting announcements dated 4 July 2023 and the Company's prospectus dated 19 July 2023 respectively.

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type 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)		00527				
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			06 July 2023	04 July 2023	-1,899,845,973	

Total E (Ordinary shares): -1,899,845,973

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -1,899,845,973

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
 - . "class of shares issuable" should be construed as "class 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
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"