



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 March 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Kiu Hung International Holdings Limited

Date Submitted: 05 April 2024

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	00381	Description	Ordinary Shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		19,860,570,307	HKD	0.1	HKD	1,986,057,030.7
Increase / decrease (-)					HKD	
Balance at close of the month		19,860,570,307	HKD	0.1	HKD	1,986,057,030.7

Total authorised/registered share capital at the end of the month: HKD 1,986,057,030.7

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00381	Description	Ordinary Shares			
Balance at close of preceding month		96,753,772				
Increase / decrease (-)						
Balance at close of the month		96,753,772				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(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)	00381						
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). Issue of the 1st Tranche Convertible Bonds due on 27/05/2024) with total principal amount of HK \$51,000,000 on 27/05/2021 , relating to Major acquisition detailed in the Circular dated 30 March 2021. On 27 June 2022, the Capital reorganisation became effective, the conversion price was adjusted from HK\$2.00 per Existing Share to HK\$10.00 per Adjusted Share and the number of Adjusted Shares that can be issued upon full exercise of the conversion right attached to the Convertible Bonds was adjusted from 25,500,000 Existing Shares to 5,100,000 Adjusted Shares. On 3 May 2023, the Share	HKD	170,000,000			170,000,000		

<p>Consolidation became effective, the conversion price was adjusted to HK \$50 per Consolidated Share and the outstanding Convertible Bonds in the principal amount of HK \$51,000,000 to be convertible into 1,020,000 Consolidated Shares. On 6 December 2023, the conversion rights (with the possible right to issue the total 2,380,000 Conversion Shares on the exercise) which attached to the 2nd, 3rd, 4th and 5th Tranche Convertible Bonds, in total amount of HK \$119,000,000, became effective due to the fulfillment of all conditions of the Sale and Purchase Agreement (as supplemented by the Supplement Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement). On 18 January 2024, the share consolidation of every 2 issued and unissued ordinary shares of par value of HK\$0.05 each in share capital into 1 consolidated share of par value of HK\$0.1 each, became effective, thus, there was the outstanding Convertible Bonds in the total principal amount of HK \$170,000,000 to be convertible into 1,700,000 Consolidated Shares under the conversion price HK \$100 per Consolidated</p>						
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Share.						
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD		100			
General Meeting approval date (if applicable)	19 April 2021					
2). The Convertible Bonds in the aggregate principal amount of HK\$45,000,000 have been successfully placed on 6 February 2024. The issue of the related Convertible Bonds (due on 6/02/2029) with total principal amount of HK \$45,000,000 on 6/02/2024, was relating to Share consolidation and placing of convertible bonds under specific mandate detailed in the Circular dated 27 December 2023. There was the outstanding Convertible Bonds in the total principal amount of HK \$45,000,000 to be convertible into 150,000,000 Consolidated Shares under the conversion price HK\$0.3 per Consolidated Share.	HKD		45,000,000		45,000,000	
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD		0.3			
General Meeting approval date (if applicable)	16 January 2024					

Total C (Ordinary shares): _____

(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: Tam Tsz Ming

Title: 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"