

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/r	For the month ended (dd/mm/yyyy): 31/03/2019					
To : Hong Kong Exchanges	and Clearir	ng Limited				
Name of Issuer	Xinyang M	laojian Group Lin	nited			
Date Submitted	01/04/201	9				
I. Movements in Authorised	Share Capi	ital				
1. Ordinary Shares						
(1) Stock code : <u>00362</u>	_Description	on: XINYANG	MAOJIAN			
	١	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of precedir	ng month	5,000,000,000	HK\$0.10	HK\$500,000,000.00		
Increase/(decrease)	_	Nil		Nil		
Balance at close of the mon	th	5,000,000,000	HK\$0.10	HK\$500,000,000.00		
(2) Stock code : <u></u>	Description	on : <u></u>				
	١	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of precedir	g month					
Increase/(decrease)	_					
Balance at close of the mon	th					

2. Preference Shares				
Stock code :	Descript	tion : <u></u>		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pr	eceding month_			
Increase/(decrease)	_		_	
Balance at close of th	e month _			
3. Other Classes of S	hares			
Stock code :	Descript	tion : <u></u>		
		No. of other classes of shares	Par value (State currency)	capital
Balance at close of pr	eceding month_			
Increase/(decrease)	_		<u> </u>	
Balance at close of th	e month _			
Total authorised share currency):	capital at the e	nd of the month	(State HK\$	500,000,000.00
II. Movements in Issue	ed Share Capita	I		
	No. of ordir	nary shares (2)	No of preferen shares	ce No. of other classes of shares
Balance at close of preceding month	1,330,427,319			
Increase/ (decrease) during the month				
Balance at close of				

1,330,427,319 -- --

the month

Share Options (under Share Option Schemes of the Issuer)

Share Options (und	er Share Op	tion Schemes of	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM		Movement duri	na the month		thereto	thereto as at close of
approval date			<u>g</u>		=	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$0.31						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	10,780,000
(Note 1)	1111	1411	1411		1411	10,700,000
(Note 1)						
2 Eversies						
2. Exercise Price						
HK\$0.345						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	53,900,000
(Note 1)						
,						
3. Exercise						
Price						
HK\$0.325						
·						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	110,000,000
	INII	INII	11111	INII	INII	110,000,000
(Note 1)		T - 1 -	.l			
		Iota	ıl A. (Ordina			
			(Preference			
			(Ot	her class)		
Total funds raised d		nth from exerc	ise			
of options (State cu						

Warrants to Issue Shares of the	Issuer which	are to be Listed			No. of new shares of	No. of new shares of
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	issuer issued during the month pursuant thereto	issuer which may be issued pursuant thereto as at close of the month
<u> </u>						
Stock code (if listed) Class of chares						
issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
2.	(/ /)				
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price		\				
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /					
3.						
(/ /)				· -		
Stock code (if listed) Class of shares issuable (Note 1)						
EGM approval date (if applicable)			·			
	(/ /)				
4.						
(/ /)						
Stock code (if listed) Class of shares						
Subscription price EGM approval date						
(if applicable)	(/ /	١				
(uu/IIIII/yyyy)	(/ /)				
		Total B	6. (Ordina	ary shares)		-
			(Freieien (C	ce shares) other class)		_ \

Convertibles (i.e. Convertible i	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
V .	odicianang	111011111	monur	monar		
	-					
	-					
	- -					
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	.					
Ctook and (if listed)	_ —					
Stock code (if listed) Class of shares	$\overline{}$					
issuable (Note 1)						
Subscription price		_				
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
3.	(/ /)	<u> </u>				
<u>o.</u>	-					
	-		\			
	-					
Stock code (if listed)						
Class of shares						
issuable (Note 1)		<u></u>				
Subscription price EGM approval date				\		
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4.	-					
	-					
	-					
Stock and (if listed)	<u> </u>				$\overline{}$	-
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date					`	
(if applicable)	(/ /)					
(dd/mm/yyyy)	(/ /)		otal C. (Ordina	ary shares)		
				ce shares)		-
				ther class)		_

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
Pursuant to the Share Transfer Agreement dated 5 January		
2018, the Company proposed to issue 220,000,000		
Consideration Shares at the issue price of HK\$0.39 per		
Share.		
For more details, please refer to the Company's		
announcements dated 5 January 2018, 11 June 2018 and		
the Circular dated 23 July 2018.		
SGM Approval Date: 15 August 2018		
Ordinary shares (Note 1)		220,000,000
2.		
(/ /)		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		
(/ /)	 	

Otl	her Movements i	n Issued Sha	are Capital					
	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	\			Class of shares issuable (Note 1)		_		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
	`							
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
								_
				Class of shares issuable (Note 1)		_		
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)		_		
4.	Bonus issue				(/ /)		
					(/ /)		
								- \

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			·	EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
								-
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date. (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at
Type of Issue		thereto	close of the month
	Class of shares issuable (Note 1)		
9. Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
			-
	Class of shares issuable (Note 1)		
10. Other (Please specify) At price : State currency	— Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		_
	Total E. (Ordinary shares (Preference shares (Other class	<u> </u>	-
Total increase / (decrease) in ordinary shares	during the month (i.e. Total of A to E): (1)	
	(2	<u>'</u>)	
Total increase / (decrease) in preference share	,		
Total increase / (decrease) in other classes of E):	shares during the month (i.e. Total of A to		
(These figures should be the same as the rele	evant figures under II above ("Movements	in Issued Sł	nare

IV. Confirmations

Capital").)

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 which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized 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;

all the securities of each class are in all respects identical (Note 3);
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;
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;
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
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.
rks (if any):
tted by: Chan Yuk Foebe
<u>Director</u>
(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 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 rule 13.25A 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 append the prescribed continuation sheet.