日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/04/2019</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Xinyang Maojian Group Limited |
|----------------|-------------------------------|
| Date Submitted | 02/05/2019 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | | | |
|---------------------------------------|------------------------|----------------------------------|--|--|--|
| (1) Stock code : <u>00362</u> Descrip | tion : <u>XINYANC</u> | <u>G MAOJIAN</u> | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | |
| Balance at close of preceding month | 5,000,000,000 | HK\$0.10 | HK\$500,000,000.00 | | |
| Increase/(decrease) | Nil | | Nil | | |
| Balance at close of the month | 5,000,000,000 | HK\$0.10 | HK\$500,000,000.00 | | |
| (2) Stock code : Description : | | | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> | | |
| Balance at close of preceding month | | | | | |
| Increase/(decrease) | | | | | |
| Balance at close of the month | | | | | |

2. Preference Shares

| Stock code : <u></u> Descrip | otion : <u></u> | | |
|-------------------------------------|--------------------------------|----------------------------------|--|
| | No. of preference shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code : <u></u> Descrip | tion : <u></u> | | |
|-------------------------------------|--------------------------------------|----------------------------------|--|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | - | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month (*State currency*):

HK\$500,000,000.00

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other | |
|--|---------------|------------|------------------|-------------------|--|
| | (1) | (2) | shares | classes of shares | |
| Balance at close of preceding month | 1,330,427,319 | | | | |
| Increase/ (decrease) during the month | 2,000,000 | | | | |
| Balance at close of the month | 1,332,427,319 | | | | |

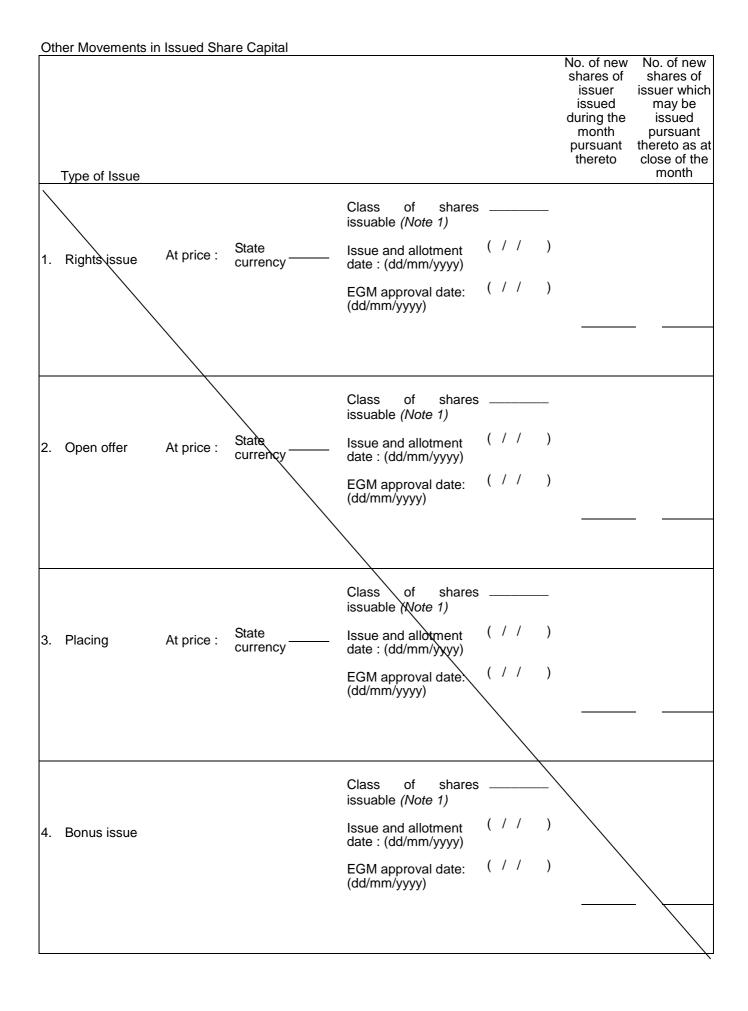
| Share Options (und | er Share Op | tion Schemes o | of the Issuer) | | | |
|--|-------------|-----------------|----------------|------------------------|--------------------|------------------------|
| Particulars of | | | | | | No. of new shares of |
| share option | | | | | 0 | issuer which may be |
| scheme | | | | | the month pursuant | issued pursuant |
| including EGM | | Movement durir | ng the month | | thereto | thereto as at close of |
| approval date | | | <u>J</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) | | | | . <u> </u> | | |
| 2. Exercise Price HK\$0.345 | | | | | | |
| | | | | | | |
| Meeting | | | | | | |
| approved | | | | | | |
| (20/12/2012) | | | | | | |
| Ordinary shares | Nil | 2,000,000 | Nil | Nil | Nil | 51,900,000 |
| (Note 1) | | | | | | |
| 3. Exercise | | | | | | |
| Price | | | | | | |
| HK\$0.325 | | | | | | |
| Menting | | | | | | |
| Meeting | | | | | | |
| approved | | | | | | |
| (20/12/2012) | N.111 | N L'I | N I'' | N 111 | N.11 | 110 000 000 |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 110,000,000 |
| (Note 1) | | Tata | IA (Ordina) | ny oboroc [\] | 2 000 000 | |
| | | iota | | | 2,000,000 | |
| | | | (Preterend | e snares) | | |
| | | | | ner class) | | |
| Total funds raised d of options (State cu | | nth from exerci | | \$690,000.0 | 0 | |
| | | | | \$690,000.0 | 0 | |

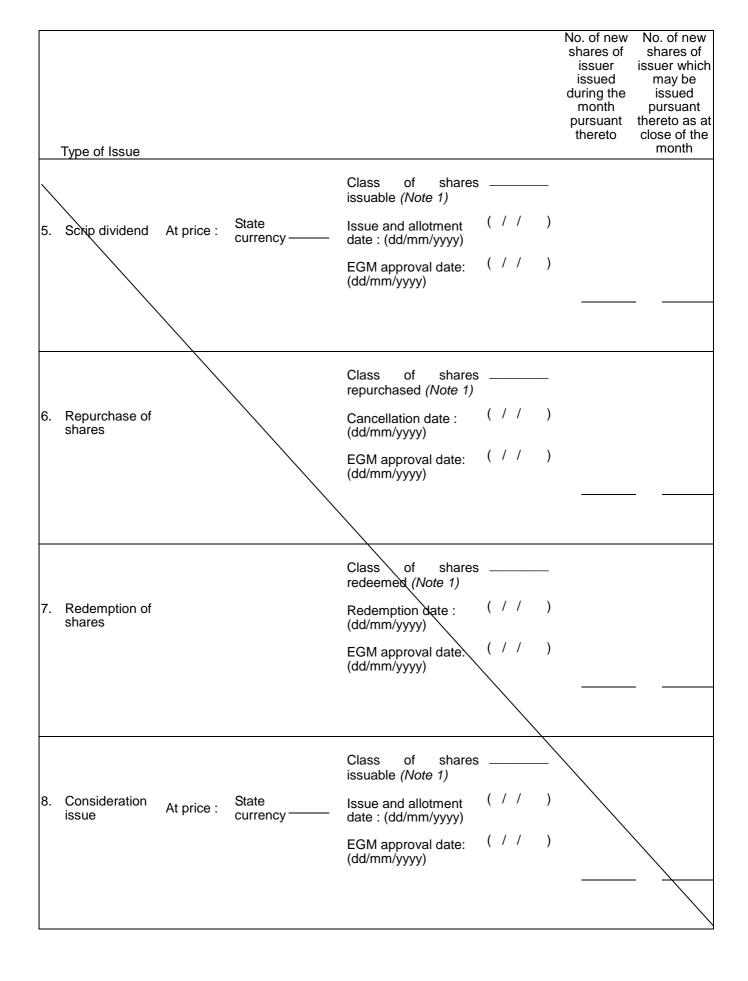
Share Options (under Share Option Schemes of the Issuer)

| Warrants to Issue Shares of the | e Issuer which | are to be Listed | | | | |
|---|---------------------------------|--|----------------------------------|---|---|---|
| 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 | 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 |
| <u>x.</u> | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | | |
| (if applicable) | , , , | , | | | | |
| (dd/mm/yyyy) 2. | (/ / |) | | | | |
| <u>-</u> 2. | \ | | | | | |
| | \sum | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) <u>3.</u> | (/ / | | | | | |
| | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | \backslash | | |
| (dd/mm/yyyy) | (/ / |) | | \mathbf{i} | | |
| 4. | | | | \backslash | | |
| | | | | \backslash | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | \backslash | |
| Class of shares issuable (Note 1) | | | | | \backslash | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | \backslash | |
| | (/ / |) | | | | \mathbf{n} |
| | | Total E | . (Ordina | ary shares) | | _ \ |
| | | | (Preferen (∩ | ce shares) | | - \ |
| | | | (0 | | | - \ |

| Convertibles (i.e. Convertible in | nto Shares of th | e Issuer which | are to be Liste | ed) | | |
|--|--------------------------------------|---|----------------------------------|------------------------------------|---|---|
| Class and description | 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 |
| <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 <i>(Note 1)</i> Subscription price EGM approval date | | | | | | |
| (if applicable) | | \backslash | | | | |
| (dd/mm/yyyy) 3. | (/ /) | - | | | | |
| <u>.</u> | - | | | | | |
| | - | \backslash | \backslash | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | \backslash | , | | |
| EGM approval date (if applicable) | | | | \backslash | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 4. | - | | | | | |
| | - | | | \backslash | | |
| | - | | | | \backslash | |
| Stock code (if listed) | | | | | $\overline{\ }$ | |
| Cube estination invice | | | | | | |
| EGM approval date | | | | | \backslash | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | | \mathbf{n} |
| (uu/mm/yyyy) | (/ /) | | otal C. (Ordina | ry shares) | | \backslash |
| | | | (Preferen | ce shares) | | |
| | | | (O | ther class) | | - |

| Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes) | er which are to be Liste | ed, including |
|---|---|---|
| Full particulars including EGM approval date (dd/mm/yyyy), | 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 |
| if applicable, and class of shares issuable: | | |
| 1. Pursuant to the Share Transfer Agreement dated 5 January | | |
| 2018, the Company proposed to issue 220,000,000 | 1 | |
| Consideration Shares at the issue price of HK\$0.39 per | 1 | |
| Share. | 1 | |
| 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 (<i>Note 1</i>) | | 220,000,000 |
| | | , |
| 2. | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3. | | |
| | 1 | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |
| | | |
| | | |





| 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 |
|--|---|---|
| 9. Capital reorganisation Class of shares issuable (Note 1) 9. Capital reorganisation Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | |
| 10. Other (Please specify) At price : State currency 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) |) | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) | 2,000,000 |
|---|--------------|
| (2) | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | |
| (These figures should be the same as the relevant figures under II above ("Movements in Capital").) | Issued Share |

IV. 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 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;

| (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. |
| | |

Remarks (if any):

| Submitted by: | Chan Yuk Foebe | | |
|--|----------------|--|--|
| Title: | Director | | |
| (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.