

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Xinyang Maojian Group Limited (Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
Date Submitted	04/02/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00362</u> Descrip	otion : <u>XINYAN</u>	<u>G MAOJIAN</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
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)					

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> Descript	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 ordina	ary shares	No of preference	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	1,335,427,319				
Increase/ (decrease) during the month					
Balance at close of the month	1,335,427,319				

Share Options (und	er Share Opt	ion Schemes of	the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	1	Novement during	g the month		thereto	thereto as at close of
approval date						the month
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price	Granteu	Exercised	Cancelleu	Lapseu		
HK\$0.31						
ΠΝΦΟ.31						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	10,780,000
(Note 1)						10,100,000
2. Exercise						
Price						
HK\$0.345						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	51,900,000
(Note 1)						i
3. Exercise						
Price						
HK\$0.325						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	107,000,000
(Note 1)	_		_			
		Total	A. (Ordina			
			(Preferenc	ce shares)		
			(Ot	her class)		
Total funds raised d	uring the mo	nth from exercise	е			
of options (State cu						

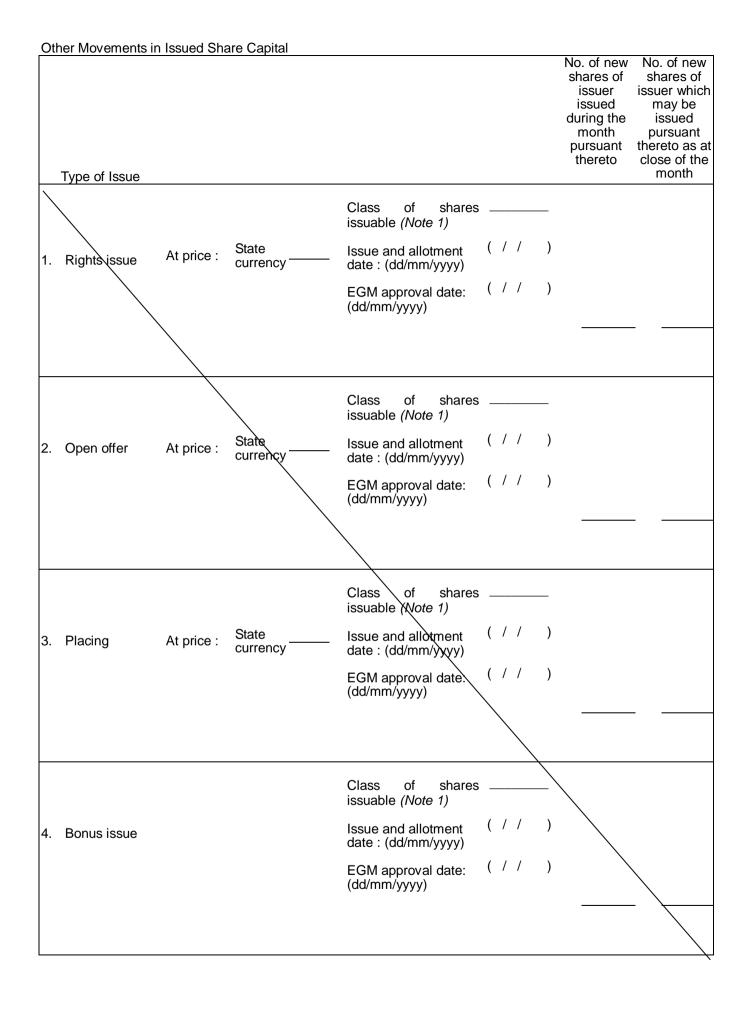
Share Options (under Share Option Schemes of the Issuer)

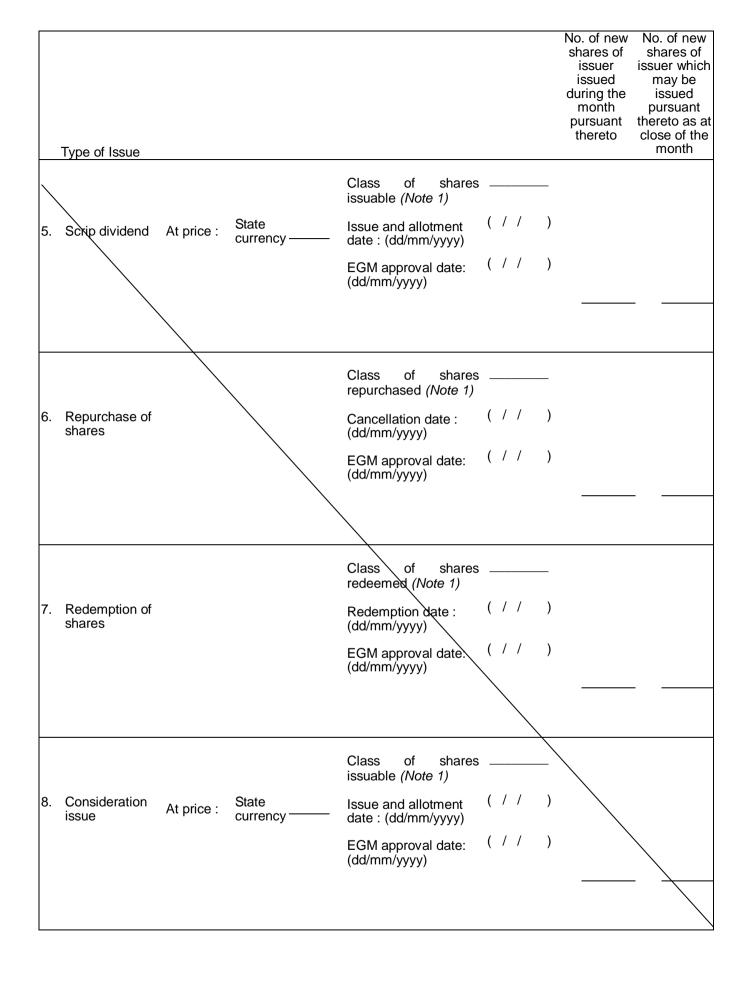
III. Details of Movements in Issued Share Capital

Warrants to Issue Shares of the	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 chares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
2.						
	\backslash					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)	$\overline{}$					
Subscription price		\				
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
<u> </u>						
				·		
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
				`		
	(/ /)				
4.				\backslash		
(/ /) Stock code (if listed)				\backslash	\backslash	
Subscription price					\backslash	
(if applicable)	()				
(dd/mm/yyyy)	(/ /)				\mathbf{n}
		Total E	B. (Ordina	ary shares)		. \
			(Preteren	ce shares) ther class)		<u> </u>
			U)	<u> </u>		- \

Convertibles (i.e. Convertible i	into 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.	7					
	- \					
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_				
3.	-					
	_	\backslash	\backslash			
Ctack and /if listed)			\rightarrow			
Subscription price			\	\backslash		
(if applicable)				\backslash		
(dd/mm/yyyy)	(/ /)					
	_					
	_			\backslash	\	
Stock code (if listed)	<u> </u>				$\overline{}$. <u> </u>
Class of shares					\backslash	
On the second of the second second					\backslash	
EGM approval date						\backslash
(if applicable) (dd/mm/yyyy)	(/ /)					\backslash
(******)))))			(Preferen	ary shares) 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), if applicable, and class of shares issuable:	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
1. 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)		





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 I reorganisation	Class of shares issuable <i>(Note 1)</i> Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)		
i	Class of shares issuable (Note 1)		
(Trease specify) 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)	
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	d 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.