

## Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy) : 29/02/2020

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	03/03/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00362</u> Descrip	otion : <u>XINYAN</u>	g maojian		
	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 : <u></u> Description : <u></u>				
(2) Stock code : <u></u> Descrip	otion : <u></u>			
(2) Stock code : <u></u> Descrip	otion : <u></u> No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
(2) Stock code : <u></u> Descrip Balance at close of preceding month	No. of ordinary shares	(State	capital	
	No. of ordinary shares	(State currency)	capital	
Balance at close of preceding month	No. of ordinary shares	(State currency)	capital	

## 2. Preference Shares

Stock code : <u></u> Descrip	otion : <u></u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
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 (State currency)
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 ordinary 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	ler Share Opt	tion 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	ſ	Movement durin	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	Oranted	LXercised	Cancelleu	Lapseu		
HK\$0.31						
1100.01						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	10,780,000
(Note 1)						
2. Exercise						
Price						
HK\$0.345						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	51,900,000
(Note 1)						
3. Exercise						
Price						
HK\$0.325						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	107,000,000
(Note 1)						,000,000
		Total	A. (Ordina	rv shares)		
			(Preference	ce shares)		
			(Of	ther class)		
Total funds raised d	luring the mo	nth from exercis				
of options (State cu						

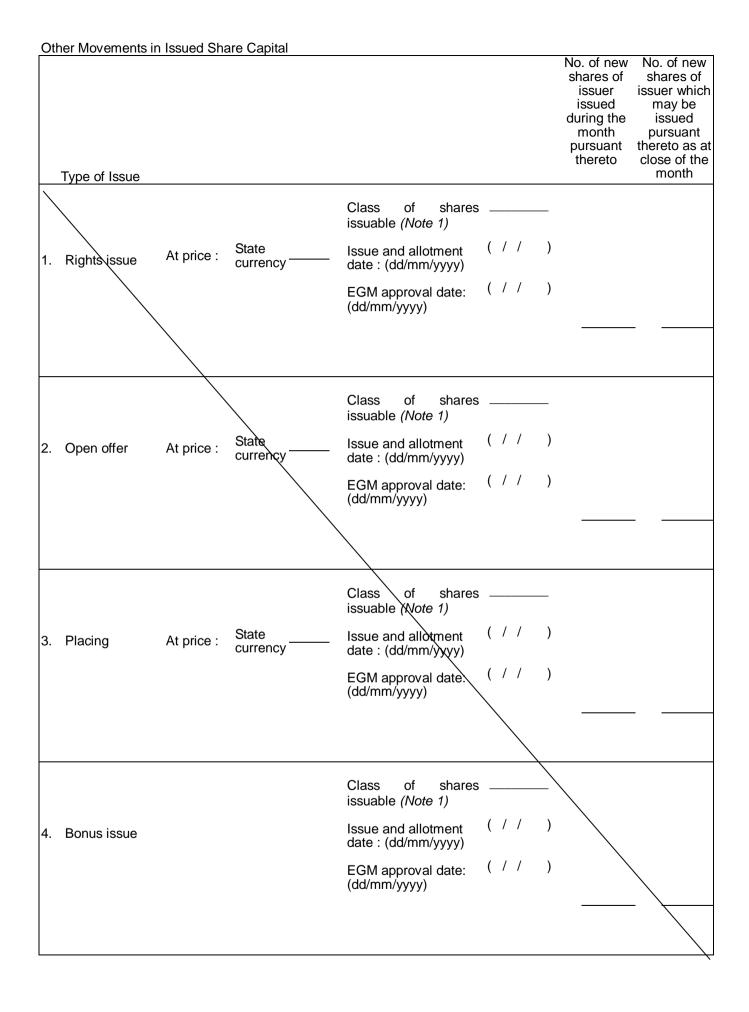
Share Options (under Share Option Schemes of the Issuer)

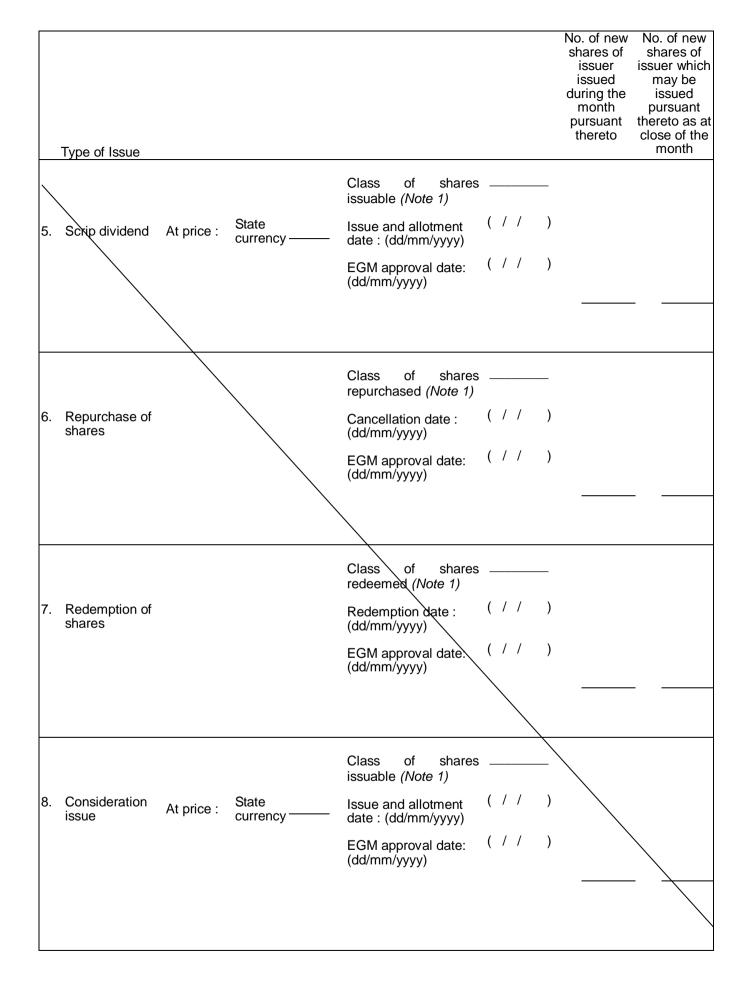
# III. Details of Movements in Issued Share Capital

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>\.</u>						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
2.						
	$\backslash$					
( / / )   Stock code (if listed)   Class of shares   issuable (Note 1)   Subscription price   EGM approval date   (if applicable)   (dd/mm/yyyy)   3.						
		$\backslash$				
<b>O I I I I</b>						
(dd/mm/yyyy)	( / /	)		$\mathbf{i}$		
4.	· · · · ·	,		$\backslash$		
				$\backslash$		
		. <u> </u>				
( / / ) Stock code (if listed)					$\backslash$	
Stock code (if listed) Class of shares					$\backslash$	
issuable (Note 1)						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
	<u> </u>					$\backslash$
		Total B	(Preferen	ary shares) ce shares) hther class)		

Convertibles (i.e. Convertible	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 shares issuable ( <i>Note 1</i> ) 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.	_					
	-	$\backslash$	$\backslash$			
			$\underline{\ }$			
Subscription price						
EGM approval date (if applicable)				$\backslash$		
(dd/mm/yyyy)	( / / )					
4.	-					
	_			$\backslash$	$\backslash$	
Stock code (if listed)					$\overline{}$	
Class of shares issuable (Note 1)						
					$\backslash$	
EGM approval date (if applicable)	, , , , 、					
(dd/mm/yyyy)	( / / )		otal C (Ordina	ary shares)		$\mathbf{i}$
		IX.	(Preferen	ce shares)		
				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
N		
	-	
	-	
2		
	-	
	-	
shares (Note 1)		
3		
shares (Note 1)		<u></u>
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 9. Capital reorganisation 9. Capital reorganisation 9. Capital reorganisation Class of shares Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		
Class of shares		
10. Other (Please specify) At price : State currency EGM approval date: (//) (//)		
Total E. (Ordinary shar (Preference shar (Other cla	es)	-

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 by:	Chan Yuk Foebe	
Title:		
(Director, Secretar	y 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.