

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 30/11/2020

To : Hong Kong Exchanges	and Clea	ring Limited			
Name of Issuer Date Submitted	Xinyang Maojian Group Limited (Incorporated in the Cayman Islands and continued in Bermuda with limited liability) 03/12/2020				
Date Submitted	03/12/20	120			
I. Movements in Authorised	Share Ca	apital			
1. Ordinary Shares					
(1) Stock code : <u>00362</u>	_Descrip	otion: XINYANO	G MAOJIAN		
		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 :	Descrip	otion : <u></u>			
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of precedir	ng month				
Increase/(decrease)					
Balance at close of the mon	th				

2. Preference Shares				
Stock code :	Descrip	tion : <u></u>		
		No. of preference shares	Par value (State currency)	capital
Balance at close of pr	eceding month_			
Increase/(decrease)	-			
Balance at close of th	e month _			
3. Other Classes of S	hares			
Stock code :	Descrip	tion : <u></u>		
		No. of other classes of shares	Par value (State currency)	capital
Balance at close of pr	eceding month_			
Increase/(decrease)	_			
Balance at close of th	e month _			
Total authorised share currency):	e capital at the e	nd of the month		500,000,000.00
II. Movements in Issu	ed Share Capita	I		
	No. of ordir	nary shares (2)	No of preference shares	ce No. of other classes of shares
Balance at close of preceding month	1,387,207,319	(<i>z</i>)		
Increase/ (decrease) during the month	11,000,000			
Balance at close of				

1,398,207,319 -- -- --

the month

	Share Options (under Share Option 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	Mo	ovement durir	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\$0.325						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	Nil	11,000,000	Nil	Nil	11,000,000	55,000,000
(Note 1)		11,000,000			11,000,000	
(14010-1)						
2. Exercise						
Price						
HK\$0.38						
ΠΑΦΟ.30						
Meeting						
approved						
(20/12/2012)						
Ordinary shares	129,500,000	Nil	Nil	Nil	Nil	129,500,000
(Note 1)						
, ,						
3. Exercise						
Price						
HK\$						
·						
Meeting						
approved						
(/ /)						
shares						
(Note 1)						
(14016-1)		Total	IA (Ordina	m, charas)	11 000 000	
		TOta	A. (Ordina		11,000,000	
			•	ce shares)		
				ther class)		
Total funds raised of		h from exerci				
of options (State cu	irrency)		HK	\$3,575,000.0	<u>UU</u>	
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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>\darkarrange</u>						
						_
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
2.						
(/ /)				<u> </u>		_
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)						
Subscription price				_		
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
4.						
						
Stock code (if listed)						
Class of shares						
Subscription price						
EGM approval date						
(if applicable)	1 1 1	1			`	
(dd/mm/yyyy)	(/ /)				
		Total E		ary shares)		_
				ce shares)		-
			(C	ther class)		_

_	Conv	vertibles (i.e. Convertib	le into Shares of the	e Issuer whic	ch are to be Li	isted)		
	Clas	s 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
	1.	Convertible Bonds	<u></u>					
						100 000 000 00		250 000 000
		Stock code (if listed)	HK\$ N/A			100,000,000.00		250,000,000
		Class of shares	. ,,, ,					
		issuable (Note 1)	Ordinary Shares					
		Subscription price _ AGM approval date	HK\$0.40					
		(if applicable)						
		(dd/mm/yyyy))	(18/12/2019)					
	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)						
		Subscription price						
		EGM approval date						
		(if applicable) (dd/mm/yyyy)	(/ /)					
	4.	(dd/11111/yyyy)	(/ /)					
	<u> </u>							
		Stock code (if listed) _						
		Class of shares issuable (Note 1)						
		Subscription price						
		EGM approval date						
		(if applicable) (dd/mm/yyyy)	(/ /)					
		(GG/11111/yyyy)	\ / / /		Total C. (Ordi	inary shares)		
					(Prefer	ence shares)		
					((Other class)		

shares (Note 1)

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(Ordinary shares) (Preference shares) (Other class)

Total D.

Ot	her Movements i	n Issued Sha	are Capital				
	Type of legue					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
	Type of Issue						
				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/yxyy)	/ /)		
				EGM approval date: (dd/mm/yyyy)	/ /)		
				Class of shares _ issuable (Note 1)			
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	/ /)		
				EGM approval date: (dd/mm/yyyy)	/ /)		
							_ \
i							\

	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
	7,000.000.00			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)	(/ /)		

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) 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	s)	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	11,000,000
(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.
Remar	ks (if any):
Submit	tted 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.