HKEX 香港交易所

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	Zhong Hua International Holdings Limited (Incorporated in Bermuda with limited liability)
Date Submitted	05/02/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>1064</u> Descrip	otion :	ZHONG HUA	A INT'L
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	4,000,000,000	HK\$0.025	HK\$100,000,000.00
Increase/(decrease)	NIL	-	NIL
Balance at close of the month	4,000,000,000	HK\$0.025	HK\$100,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N/A Par value (State currency)	Authorised share capital (State currency)
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	Par value (State currency)	capital (State currency)
	No. of ordinary shares	Par value (State currency)	capital (State currency)

2. Preference Shares

Stock code :	N/A	_Descript	ion :	N/A	Δ
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	of precedir	ng month			
Increase/(decreas	ie)	_			
Balance at close c	of the mon	th _			

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	N/A	
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	f precedin	g month			
Increase/(decreas	e)	_		-	
Balance at close o	of the mon	th _			

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

HK\$100,000,000.00

II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	605,616,520	<u>N/A</u>	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	605,616,520	<u>N/A</u>	N/A	N/A

Share Options (und	er Share Opt	ion Schemes o	of the Issuer)			
Particulars of share option scheme						No. of new shares of issuer which may be issued pursuant
including EGM	Ν	Novement durir	ng 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.Share Option	NIL	NIL	NIL	NIL	NIL	NIL
Scheme						
(19/12/2012)						
Ordinary shares						
(Note 1)						
<u>2. N/A</u>						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)						
		Tota	IA. (Ordina			
				ce shares)		
			•	her class)	N/A	
Total funds raised d		nth from exerci				
of options (State cur	rency)		NIL			

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>1. N/A</u>						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
(/ /)						
Stock code (if listed)						
Class of shares						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
		·				
(/ /) Stock code (if listed)						
Class of shares						
Subscription price EGM approval date						
(if applicable)						
	(/ /)				
<u>4. N/A</u>						
		<u> </u>		·		
(/ /)						
Stock code (if listed) Class of shares						
Leave have (Alexand)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
(uu/mm/yyyy)	(/ /					
		Total E	B. (Ordina	ary shares) <u>N/A</u>		
			(Preferen	ce shares) N/A		_
			(0	other class) <u>N/A</u>		_

Convertibles (i.e. Convertible	into Shares of th	e Issuer whic	ch 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>1. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	(/ /)					
<u>2. N/A</u>	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)					
	_					
Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable)						
	<u>(//)</u>					
	_					
	_					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
			Total C. (Ordina Preferen	ary shares) <u>N/A</u> ce shares) N/A		-
				ther class) N/A		-
			,0	<u></u>	•	-

	ny other Agreements or Arrangements to Issue Shares of the Issu	er w	vhich	are to	be L	isted, in	cluding	
0	options (other than under Share Option Schemes)							

Opu	ons (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
if a	I particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:		the month
1.	On 27 December 2019, the Company (as issuer) entered into the Subscription Agreement with the Subscriber in respect of 120,000,000 Subscription Shares at the Subscription Price of HK\$0.15 per Share. For details, please refer to the Company's announcement dated 27 December 2019 and 31 January 2020. (AGM: 18/06/2019)		
	Ordinary shares (Note 1)	NIL	120,000,000
2.	N/A		
	shares (Note 1)		
3.	N/A		
	shares (Note 1)		
	Total D. (Ordinary shares) (Preference shares)	NIL N/A	
	(Other class)	N/A	
L		1	

	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						
			Otata	issuable (Note 1)	(,	/)		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
									<u>N/A</u>	<u>N/A</u>
				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)	(/	/)	N/A	N/A
				Class of shares issuable (Note 1)						
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
									<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)						
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)	N/A	N/A
										<u>IV/A</u>

Class of shares		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
5. Scrip dividend At price : State currency								
3. Schp dividend At price : currency								
Class of shares	5.	Scrip dividend	At price :		(/ /)		
N/A N/A N/A N/A N/A N/A Class of shares					(/ /)		
6. Repurchase of shares repurchased (Note 1) 6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A 7. Redemption of shares Class of shares							<u>N/A</u>	<u>N/A</u>
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A State Issue and allotment issue (/ /) (dd/mm/yyyy) </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>								
EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A Redemption of shares (/ /) Redemption date : (/ /) (dd/mm/yyyy) N/A N/A Issue and allotment (/ /) (dd/mm/yyyy) Issue and allotment (/ /) (dd/mm/yyyy) Issue and allotment (/ /) <td>6.</td> <td></td> <td></td> <td></td> <td>(/ /</td> <td>)</td> <td></td> <td></td>	6.				(/ /)		
N/A N/A Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: B. Consideration issue At price : State Class of shares Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /) B. Consideration At price : State Issue and allotment (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date:				EGM approval date:	(/ /)		
7. Redemption of shares Redemption date : (/ /) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) Base EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /)							<u>N/A</u>	<u>N/A</u>
7. Redemption of shares Redemption date : (/ /) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) Base EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /)				Class of shares				
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A 8. Consideration issue At price : State Issue and allotment Issue and allotment (/ /) GM approval date: (/ /) Base Class of shares Base Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date:								
Image: Normal and Strest (dd/mm/yyyy) N/A State issue Issue and allotment (d/mm/yyyy) EGM approval date: (///) (dd/mm/yyyy)	7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
N/A N/A N/A N/A N/A N/A N/A N/A Class of shares				EGM approval date: (dd/mm/yyyy)	(/ /)		
8. Consideration At price : State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)				· · · · · · · · · · · · · · · · · · ·			<u>N/A</u>	<u>N/A</u>
issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								
(dd/mm/yyyy)	8.		At price :		(/ /)		
<u>N/A</u> <u>N/A</u>				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(<i>JJJJ</i> /			<u>N/A</u>	N/A

	Type of Issue				No. of new shares of issuer 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)			
9.	Capital reorganisation		lssue and allotment date : (dd/mm/yyyy)	(/ /))	
			EGM approval date: (dd/mm/yyyy)	(/ /))	
					<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)	3		
10.	Other (Please specify) At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /))	
			EGM approval date: (dd/mm/yyyy)	(/ /)) <u>N/A</u>	<u>N/A</u>
				rdinary shar erence shar (Other cla	es) N/A	
					100) <u>IN/M</u>	

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

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.

Submitted by: Chun Wai Yin
Title: <u>Company Secretary</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.