HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/01/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zhou Hei Ya International Holdings Company Limited
Date Submitted	02/02/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1458</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value <i>(US\$)</i>	Authorised share capital <i>(US\$)</i>
Balance at close of preceding month	50,000,000,000	0.000001	50,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	50,000,000,000	0.000001	50,000
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	<u>. </u>
(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 <i>(State</i>	Authorised share capital
	No. of ordinary shares	Par value <i>(State</i>	Authorised share capital <i>(State currency)</i>

2. Preference Shares

Stock code : <u>N/A</u>	Description :	N/A	A
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	month <u>N/A</u>	- <u> </u>	N/A
Increase/(decrease)	N/A	-	N/A
Balance at close of the month	N/A		N/A

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (US\$):

50,000

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	2,383,140,500	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A		
Balance at close of the month	2,383,140,500	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	ion Schemes c	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month 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	a		•			
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
shares						
(Note 1)			·			
0						
2.						
(//)						
shares						
(Note 1)						
(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
3.						
<u> </u>						
(/ /)						
shares						
(Note 1)						
		Tota	IA. (Ordina	ry shares)	N/A	
			(Preferenc		N/A	
				her class)	N/A	
Total funds raised d	luring the mor	oth from overci	•			
of options (State cu			se	N/A		

Warrants to Issue Shares of the	lssuer which	are to be Lis	sted			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal val at close of preceding month	f Exercised	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>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
	(/ /)				
2. N/A						
(/ /)						
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)				
Class of shares issuable (Note 1)						
EGM approval date (if applicable)	, , , ,	``				
(dd/mm/yyyy) 	(/ /))				
Stock code (if listed)						
Class of shares						
issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
		Tot		ary shares) ice shares)		-
				ther class)		-
			(-	-/		-

Class and description 1. HK\$1,550,000,000 in	ble into Shares of th 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
aggregate principal amou						
of 1.00% convertible bon due 2025	HK\$	1 550 000 000	Nil	1 550 000 000	Nil	140.020.461
Stock code (if listed)		1,550,000,000		1,550,000,000		149,038,461
Class of shares						
issuable <i>(Note 1)</i> Subscription price	Ordinary shares Conversion price being HK\$10.40 pe new share (subject adjustments)					
AGM approval date	aujustinentsj					
(if applicable)						
(dd/mm/yyyy))	(1/6/2020)					
2. N/A						
				, <u> </u>		
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, , ,					
(dd/mm/yyyy)	(/ /)					
4. N/A						
Stock and (if listed)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina	ary shares)	Nil	
				ce shares)	N/A	-
			•	ther class)	N/A	-
			(•			-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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. N/A		
shares (Note 1)		
2. <u>N/A</u>		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Image: state currency issue and allotrent currency issue and allotrent (// /) Class of shares		her Movements	in Issued Sha	are Capital				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. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (dd/mm/yyyy) 2. Open offer At price : State currency Class of shares issuable (Note 1) N/A N/A 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A 3. Placing At price : State currency Class of shares issuable (Note 1) N/A N/A 3. Placing At price : State currency Issue and allotment issuable (Note 1) (/ /) date : (dd/mm/yyy) 4. Bonus issue Class of shares class of shares					Class of shares				
1. Rights issue At price : currency currency date : (dd/mm/yyyy) EGM approval date: (/ /) N/A N/A 2. Open offer At price : State Issue and allotment (/ /) 2. Open offer At price : State Issue and allotment (/ /) 3. Placing At price : State Class of shares									
2. Open offer At price : State currency Class of shares issuable (Note 1)	1.	Rights issue	At price :			(/ /)		
N/A N/A N/A N/A N/A N/A N/A N/A Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: Base and allotment (/ /) N/A N/A					EGM approval date:	(/ /)		
2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) Bonus issue At price : State currency Class of shares issuable (Note 1) N/A N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment (/ /) N/A N/A 4. Bonus issue Issue and allotment (/ /) GM approval date: (/ /) Issue and allotment (/ /) Issue and allotment (/ /) 4. Bonus issue Issue and allotment (/ /) Issue and allotment (/ /) Issue and allotment (/ /)					(dd/mm/yyyy)			N/A	N/A
2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) 3. Placing At price : State currency Class of shares issuable (Note 1)									
2. Open orient At price currency date : (d/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 3. Placing At price : State currency lssue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 4. Bonus issue 4. Bonus issue Class of shares Class of shares Class of shares Issue and allotment (/ /) Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /)				Stata		(/ /	١		
2. Placing At price : State currency Class of shares	2.	Open offer	At price :)		
N/A N/A Issue and allotment (/ /) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A Issue and allotment (/ /) Issue					EGM approval date: (dd/mm/vvvv)	(/ /)		
3. Placing At price : State currency issue and allotment date : (d/mm/yyyy) (/ /) (d/mm/yyyy) 3. Placing At price : State currency Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 4. Bonus issue Class of shares								<u>N/A</u>	N/A
3. Placing At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) (d/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment (/ /) (date : (dd/mm/yyyy)) EGM approval date: (/ /) (date : (dd/mm/yyyy))									
Image: Class of shares	3.	Placing	At price :		Issue and allotment	(/ /)		
					EGM approval date:	(/ /)		
4. Bonus issue lissuable (Note 1) 4. Bonus issue EGM approval date: (/ /) (dd/mm/yyyy)					(dd/mm/yyyy)			N/A	N/A
4. Bonus issue EGM approval date: (//) (dd/mm/yyyy)									
EGM approval date: (/ /) (dd/mm/yyyy)	4.	Bonus issue			Issue and allotment	(/ /)		
<u>N/A</u> <u>N/A</u>					EGM approval date:	(/ /)		
								N/A	N/A

	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 issuable (Note 1)				
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A
				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)	(/ /)		
							N/A	N/A

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 issuable (Note 1)				
Capital reorganisation		lssue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
Other (Please specify) At price :	State currency	 Issue and allotment date : (dd/mm/yyyy) 	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			`sh erence sh	ares	s) <u>N/A</u> s) <u>N/A</u>	
	reorganisation	Capital reorganisation	Capital reorganisation Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Other (Please specify) At price : State currency Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total F	Capital reorganisation Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ / date : (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / date : (dd/mm/yyyy)) Other (Please specify) At price : State (Please specify) At price : Currency Class of shares (/ / date : (dd/mm/yyy)) EGM approval date: (/ / date : (dd/mm/yyy)) EGM approval date: (/ / date : (dd/mm/yyy)) Total E. (Orce sh (Preference sh)	Capital reorganisation Class of shares	Type of Issue issuer Type of Issue Class of shares

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 Issu Capital").)	ied 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 grapting 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: Cheung Kai Cheong Willie
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.