

For the month ended

# Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :		31/03/2021		
To : Hong Kong Exchanges	and Clea	ring Limited		
Name of Issuer	Zhou He	ei Ya International	Holdings Cor	mpany Limited
Date Submitted	21			
I. Movements in Authorised	Share Ca	apital		
1. Ordinary Shares				
(1) Stock code : <u>1458</u>	Descrip	otion :	Ordinary	Shares
		No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of precedir	ng month	50,000,000,000	0.000001	50,000
Increase/(decrease)		Nil		Nil
Balance at close of the mon	th	50,000,000,000	0.000001	50,000
(2) Stock code : N/A	Descrip	otion :	N/A	1
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedir	ng month	N/A		N/A
Increase/(decrease)		N/A		N/A
Balance at close of the mon	th	N/A		N/A

Stock code : N/A Descript	ion :	N/A	A
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month_	N/A	- <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 : N/A Descript	ion :	N/A	A
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		N/A
balance at close of proceding month			
Increase/(decrease)	N/A		N/A
· -		-	N/A

# II. Movements in Issued Share Capital

	No. of ordin	ary 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 (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto as at close of including EGM thereto Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Cancelled Lapsed Exercised 1. shares (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) N/A

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
1. N/A						
						_
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
2. N/A						
( / / )						_
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / /	)				
EGM approval date (if applicable)		)				
4. N/A						
						_
Stock code (if listed) Class of shares						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Total E		ary shares)	N/A	_
			•	ice shares)	N/A	_
Ī			(C	ther class)	N/A	

Convertibles (i.e. Converti	ible into Shares of th	e Issuer whi	ich are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted	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. HK\$1,550,000,000 in						
aggregate principal amou						
of 1.00% convertible box	nds					
due 2025	HK\$	1,550,000,000	Nil	1,550,000,000	Nil	149,038,461
Stock code (if listed)		1,550,000,000		1,000,000,000		11,7,020,101
Class of shares						
issuable (Note 1)	Ordinary shares					
locadole (Note 1)	Conversion price	<del></del>				
	being HK\$10.40 pe	ar .				
	new share (subject					
Subscription price	adjustments)	.0				
AGM approval date	<u>adjustinonts</u>					
(if applicable)						
(dd/mm/yyyy))	(1/6/2020)					
2. N/A	(17672020)	<u> </u>				
2. 11/11						
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		<del></del>				
issuable (Note 1)						
Subscription price						
EGM approval date		<del></del>				
(if applicable)						
(ii applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
7. 11/13						
Stock code (if listed)						
Class of shares		<del></del> _				
issuable (Note 1)						
Subscription price		<del></del> _				
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
		<del></del>	Total C. (Ordina	ary shares)	Nil	
			•	ce shares)	N/A	_
			•	ther class)	N/A	_
			O)		11/11	_

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

Ful if a	I particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:  N/A	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
	( / / ) shares (Note 1)		·
2.	N/A		
	( / / ) shares (Note 1)		
3.	N/A		
	( / / ) shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares) (Other class)	N/A N/A	

Ot	her Movements	in Issued Sh	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 a close of the
	Type of Issue							month
				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)	( / /	)	NT/A	NT/A
							N/A	N/A
				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)	( / /	)		
				, ,,,,,			N/A	N/A
				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
1								

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
Scrip dividend									
Class of shares									
Class of shares	5.	Scrip dividend	At price :			( / /	)		
Repurchase of shares   Class of shares   Class of shares   Clamply   N/A   N/A					EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
Repurchase of shares   Class of shares   Class of shares   Clamply   N/A   N/A									
Shares									
Class of shares     7. Redemption of shares     8. Consideration issue   At price : State currency     8. Consideration issue     9. Consideration issue     1. Consideration issue     2. Consideration issue     3. Consideration issue     4. Consideration issue     5. Consideration issue     6. Consideration issue     7. Consideration issue     8. Consideration issue     8. Consideration issue     8. Consideration issue     9. Consideration	6.					( / /	)		
Class of shares   Tedeemed (Note 1)					EGM approval date: (dd/mm/yyyy)	( / /	)	NI/A	NI/A
Tedeemed (Note 1)									- <u>IV/A</u>
Shares   (dd/mm/yyyy)   EGM approval date: ( / / )   (dd/mm/yyyy)   N/A   N/									
Class of shares  8. Consideration issue At price: State currency Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	7.					( / /	)		
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	<u>N/A</u>
8. Consideration issue At price: State currency Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)									
EGM approval date: ( / / ) (dd/mm/yyyy)	8.		At price :		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
7,	Class of shares		
	issuable (Note 1)		
9. Capital reorganisation	Issue and allotment ( / / ) date: (dd/mm/yyyy)	)	
	EGM approval date: ( / /	)	
	(dd/mm/yyyy)	N/A	N/A
	Class of sharesissuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment ( / / ) date: (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordin		
	shar (Preference shar	es) <u>N/A</u> es) <u>N/A</u>	_
	(Other cla		<del>-</del> -
Total increase / (decrease) in ordinary shares du	ring the month (i.e. Total of A to E):	(1)	Nil
Total increase / (decrease) in ordinary shares du	Ting the month (i.e. Total of A to L).	(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 sh	,		N/A
E): (These figures should be the same as the releva	nnt figures under II ahove ("Movemen		
Capital").)			iaio

#### 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.

Remarks (if any):
Submitted by: Cheung Kai Cheong Willie
Title: Company Secretary  (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.