



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 October 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Kiu Hung International Holdings Limited

Date Submitted: 01 November 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00381	Description	Ordinary Shares			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	19,860,570,307		HKD	0.1	HKD	1,986,057,030.7
Increase / decrease (-)					HKD	
Balance at close of the month	19,860,570,307		HKD	0.1	HKD	1,986,057,030.7

Total authorised/registered share capital at the end of the month: HKD

1,986,057,030.7

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00381	Description	Ordinary Shares			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		736,103,772	0	736,103,772		
Increase / decrease (-)		53,220,754				
Balance at close of the month		789,324,526	0	789,324,526		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		Ordinary shares		Type of shares		Not applicable		Listed on the Exchange (Note 1)		Yes						
Stock code (if listed)		00381		Description		Ordinary shares										
Description of the Convertibles		Currency		Amount at close of preceding month		Movement during the month			Amount at close of the month		Number of new shares issued during the month pursuant thereto (C1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1).	Issue of the 1st Tranche Convertible Bonds due on 27/05/2024) with total principal amount of HK \$51,000,000 on 27/05/2021 , relating to Major acquisition detailed in the Circular dated 30 March 2021. On 27 June 2022, the Capital reorganisation became effective, the conversion price was adjusted from HK\$2.00 per Existing Share to HK \$10.00 per Adjusted Share and the number of Adjusted Shares that can be issued upon full exercise of the conversion right attached to the Convertible Bonds was adjusted from 25,500,000 Existing Shares to 5,100,000 Adjusted Shares. On 3 May 2023, the Share Consolidation became effective, the conversion price was adjusted to HK \$50 per Consolidated Share and the outstanding Convertible Bonds in the principal amount of HK \$51,000,000 to be convertible into 1,020,000 Consolidated Shares. On 6 December 2023, the conversion rights (with the possible right to issue the total 2,380,000 Conversion Shares on the exercise) which attached to the 2nd, 3rd, 4th and 5th Tranche Convertible Bonds, in total amount of HK \$119,000,000, became effective due to the fulfillment of all conditions of the Sale and Purchase Agreement (as supplemented by the Supplement Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement). On 18 January 2024, the share consolidation of every 2 issued and unissued ordinary shares of par vale of HK\$0.05 each in share capital into 1 consolidated share of par value of HK\$0.1 each, became effecive, thus, there was the outstanding Convertible Bonds in the total principal amount of HK\$170,000,000 to be convertible into 1,700,000 Consolidated Shares under the conversion price HK\$100 per Consolidated Share.	HKD	170,000,000				170,000,000									
Type of the Convertibles		Bond/Notes														
Stock code of the Convertibles (if listed on the Exchange) (Note 1)																
Subscription/Conversion price		HKD		100												
General Meeting approval date (if applicable)		19 April 2021														

Increase in issued shares (excluding treasury shares):	_____	Ordinary shares (CC1)
Decrease in treasury shares:	_____	Ordinary shares (CC2)

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

1. Class of shares		Ordinary shares	Type of shares		Not applicable		Listed on the Exchange (Note 1)			Yes		
Stock code (if listed)		00381	Description		Issue of Shares under a Specific Mandate / Placing							
Events			At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)			
			Currency	Amount								
1).	Loan capitalisation through subscription of new shares under general mandate			HKD	0.15	30 September 2024	09 September 2024	53,220,754				

Increase/ decrease (-) in issued shares (excluding treasury shares): 53,220,754 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: Ordinary shares (EE2)

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): 53,220,754 Ordinary shares

Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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 all 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, sale or transfer;
- (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: Tam Tsz Ming

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.