

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/2/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Touyun Tech Group Limited

Date Submitted 1 March 2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1332</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>12,500,000,000</u>	<u>HK\$0.04</u>	<u>HK\$500,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>12,500,000,000</u>	<u>HK\$0.04</u>	<u>HK\$500,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

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

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*State currency*) : HK\$500,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>2,773,652,149</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>10,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,773,662,149</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 18/05/2012 with exercise price Of HK\$1.34 per share (adjusted On 12/8/2019) granted on 25/1/2017 Ordinary shares (Note 1)	Nil	Nil	Nil	750,000	Nil	11,640,000
2. Share Option Scheme adopted on 18/5/2012 With exercise price HK\$1.34 Per share (adjusted on 12/8/2019) granted on 12/12/2017 Ordinary shares	Nil	10,000	Nil	Nil	Nil	13,497,500
3. Share Option Scheme adopted on 18/5/2012 With exercise price of HK\$0.48 Per share (adjusted on 12/8/2019) granted on 21/2/2019 Ordinary shares	Nil	Nil	Nil	Nil	Nil	54,000,000
4. Share Option Scheme adopted on 18/5/2012 With exercise price of HK\$0.40 Per share granted on 8 October 2020 Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	47,000,000
5. Share Option Scheme adopted on 18/5/2012 With exercise price of HK\$0.60 Per share granted on 16 November 2020 Ordinary Share	Nil	Nil	Nil	Nil	Nil	68,900,000
Total A. (Ordinary shares) (Preference shares) (Other class)					<u>10,000</u> <u>N/A</u> <u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>HK\$13,400</u>		

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
1. N/A _____ _____						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
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. _____ _____						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
Total B. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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. Convertible bond -</u> <u>Issue of US\$40 million 7% convertible bond on 10 November 2017.</u> <u>Amendments proposed on 17 July 2020 and effective on 10 August 2020</u> <u>Conversion price :HK\$0.8 (see remarks)</u>	US Dollar	US\$14.18 million		US\$14.18 million	Nil	137,457,375
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) <u>Ordinary</u> Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
<u>2.</u> _____ _____						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
<u>3.</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. (Ordinary shares)		N/A
				(Preference shares)		N/A
				(Other 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. (/ /) shares (Note 1)		
3. (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Other Movements in Issued Share Capital

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

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 _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd / mm / yyyy) (/ /) EGM approval date: (dd / mm / yyyy) (/ /)	_____ N/A N/A
6. Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd / mm / yyyy) (/ /) EGM approval date: (dd / mm / yyyy) (/ /)	_____ N/A N/A
7. Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd / mm / yyyy) (/ /) EGM approval date: (dd / mm / yyyy) (/ /)	_____ N/A N/A
8. Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ 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
9. Capital reorganisation - Class of shares issuable (Note 1) _____ Effective date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A	N/A
10. Other= (Please specify) At price : State HK\$ currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
Total E. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____	N/A	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	10,000
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

<p>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:</p> <p>(Note 2)</p> <p>(i) all money due to the listed issuer in respect of the issue of securities has been received by it;</p> <p>(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;</p> <p>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</p>		
--	--	--

- (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):

The convertible bond issued on 10 November 2017 was amended, and details are set out in the Company's announcement dated 17 July 2020 and effective on 10 August 2020. US\$6.4 million convertible bond were partially repaid on 21 December 2020

Submitted by: Cheng Pui Yee

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*

2. *If there is insufficient space, please append the prescribed continuation sheet.*