



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 January 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: CNC Holdings Limited

Date Submitted: 31 January 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08356	Description	Ordinary Shares			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	500,000,000,000		HKD	0.001	HKD	500,000,000
Increase / decrease (-)	0				HKD	0
Balance at close of the month	500,000,000,000		HKD	0.001	HKD	500,000,000

Total authorised/registered share capital at the end of the month: HKD 500,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08356	Description	Ordinary shares			
Balance at close of preceding month		4,055,349,947				
Increase / decrease (-)		0				
Balance at close of the month		4,055,349,947				

III. Details of Movements in Issued Shares**(A). Share Options (under Share Option Schemes of the Issuer)** Not applicable**(B). Warrants to Issue Shares of the Issuer which are to be Listed** Not applicable**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**

1. Type of shares issuable		Ordinary shares		Class of shares		Not applicable		Shares issuable to be listed on SEHK (Note 1)		Yes				
Stock code of shares issuable (if listed on SEHK) (Note 1)				08356										
Description of the Convertibles			Currency	Amount at close of preceding month		Movement during the month			Amount at close of the month		No. of new shares of issuer issued during the month pursuant thereto (C)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	3% convertible bonds due on 9 Dec 2021		HKD	257,030,210					257,030,210				1,311,378,622	
Type of convertibles			Bond/Notes											
Stock code of the Convertibles (if listed on SEHK) (Note 1)														
Subscription/Conversion price			HKD	0.196										
General Meeting approval date (if applicable)			11 June 2021											

Total C (Ordinary shares): _____

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable**(E). Other Movements in Issued Share** Not applicable

Remarks:

On 9 December 2011, the Company issued certain convertible bonds in the aggregate principal amount of HK\$607,030,210 which are convertible into 3,097,092,906 shares at a price of HK \$0.196 (subject to pro-rata adjustments on capital structure changes), 5% per annum interest-bearing and was originally matured on 9 December 2014, as part of the consideration in relation to

the very substantial acquisition as disclosed in the Company's circular dated 19 November 2011. The holders of the convertible bonds have the right to convert the outstanding principal amount of the convertible bonds from 9 December 2011 up to the original maturity date of 9 December 2014 subject to certain restrictions on conversion.

On 9 December 2014, the Company entered into a supplemental deed with the holder of the outstanding convertible bonds as at 9 December 2014, pursuant to which the maturity date of the outstanding convertible bonds will be extended for 3 years to 9 December 2017 and the interest rate of the outstanding convertible bonds will be amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017. The amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details were set out in the announcements of the Company dated 10 December 2014 and 21 January 2015 and the circular of the Company dated 6 January 2015.

On 13 December 2017, the Company entered into the second supplemental deed with the holder of the outstanding convertible bonds as at 13 December 2017, pursuant to which the maturity date of the outstanding convertible bonds was extended to 9 December 2018. The second amendments of terms and conditions had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the changes of terms and conditions of convertible bonds were set out in the announcements of the Company dated 13 December 2017 and 6 February 2018 and the circular dated 17 January 2018.

On 9 December 2018, the Company entered into the third supplemental deed with the holder of the outstanding convertible bonds, pursuant to which the maturity date of the outstanding convertible bonds was extended to 9 December 2020. The third amendment of terms and conditions had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the third amendment of terms and conditions of convertible bonds were set out in the announcements of the Company dated 9 December 2018 and 12 February 2019 and the circular of the Company dated 16 January 2019.

On 25 January 2021, the Company entered into the fourth supplemental deed with the holder of the outstanding convertible bonds, pursuant to which the maturity date of the outstanding convertible bonds was extended to 9 December 2021. The fourth amendments of terms and conditions had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the fourth amendment of terms and conditions of convertible bonds were set out in the announcement of the Company dated 25 January 2021 and the circular of the Company dated 18 May 2021.

As at 31 January 2022, convertible bonds with principal amount of HK\$350,000,000 has been converted into 1,785,714,283 shares at the conversion price of HK\$0.196. As at 31 January 2022, the outstanding convertible bonds amounted to HK\$257,030,210 which may be converted into 1,311,378,622 shares at the conversion price of HK\$0.196.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____

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

V. 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 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, 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: Li Yuet Tai

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"