



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 May 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Wood International Holding Co., Limited

Date Submitted: 05 June 2023

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	01822	Description	Ordinary Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,000,000,000	HKD	0.2	HKD	200,000,000	
Increase / decrease (-)	19,000,000,000			HKD		
Balance at close of the month	20,000,000,000	HKD	0.01	HKD	200,000,000	

Total authorised/registered share capital at the end of the month: HKD 200,000,000

Remarks:

The Board proposed the Capital Reorganisation involving: (i) Share Premium Cancellation in relation to the cancellation of the entire amount standing to the credit of the share premium account of the Company to set off against part of the total accumulated losses of the Company as at 31 December 2021; (ii) Capital Reduction by cancelling the paid-up capital of the Company to the extent of HK\$0.19 on each of the then issued Shares such that the par value of each issued Share will be reduced from HK\$0.20 to HK\$0.01; and (iii) cancellation of the existing unissued share capital of the Company in its entirety and increase the authorised share capital of the Company to HK\$200,000,000 divided into 20,000,000,000 New Shares.

With all the conditions precedent for the Capital Reorganisation having fulfilled (including: (a) granting of the order from the Grand Court confirming the Capital Reduction dated 14 April 2023; (b) due registration of the copy of the order of the Grand Court and the minute approved by the Grant Court by the Registrar of Companies in the Cayman Islands dated 1 May 2023; and (c) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the New Shares dated 16 May 2023), the Capital Reorganisation became effective on 17 May 2023.

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01822	Description	Ordinary Shares			
Balance at close of preceding month		342,572,857				
Increase / decrease (-)						
Balance at close of the month		342,572,857				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

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)		01822					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share option scheme adopted on 3 June 2016	0			0			
General Meeting approval date (if applicable)	03 June 2016						

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: HKD _____

(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)		01822					
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). 2018 Convertible bonds issued (Announcements dated 3 May 2016 and 10 & 16 May 2018) (Matured on 16 May 2020)	HKD	100,000,000			100,000,000		
Type of convertibles		Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	7				
General Meeting approval date (if applicable)							
2). 2019 Convertible bonds issued (Announcements dated 3 May 2016 and 15 May 2019) (Matured on 16 May 2021)	HKD	100,000,000			100,000,000		
Type of convertibles		Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	2				
General Meeting approval date (if applicable)							

2. 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)		01822				
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). 2020 Convertible bonds issued (Announcement dated 22 Aug 2017) (Matured on 30 August 2020)	HKD	200,000,000		200,000,000		
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	7				
General Meeting approval date (if applicable)						

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)

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)		01822				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	2,260,980,856 New Shares to be allotted and issued pursuant to the terms of the Restructuring Agreement dated 16 February 2022		30 August 2022			
2).	up to 823,739,687 New Shares to be allotted and issued to the Creditors pursuant to the scheme of arrangement		30 August 2022			

Total D (Ordinary shares): _____

Remarks:

Pursuant to the restructuring agreement dated 16 February 2022, Right Momentum Group Limited conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, 2,260,980,856 shares at the issue price of HK\$0.044 per share.

Pursuant to the scheme of arrangement for the Company, the Company will allot and issue up to 823,739,687 shares to the creditors to compromise, discharge and/or settle the debts owing by the Company to the creditors in full.

(E). Other Movements in Issued Share Not applicable

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: LEE Pak Chung

Title: 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"