



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 July 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Fenbi Ltd.

Date Submitted: 05 August 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)	02469	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	5,000,000,000	USD	0.00001	USD	50,000	
Increase / decrease (-)	0			USD		
Balance at close of the month	5,000,000,000	USD	0.00001	USD	50,000	

Total authorised/registered share capital at the end of the month: USD 50,000

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)	02469	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		2,292,628,580	0	2,292,628,580		
Increase / decrease (-)		537,900	0			
Balance at close of the month		2,293,166,480	0	2,293,166,480		

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

(A). Share Options (under Share Option Schemes 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)		02469	Description							
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	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1).	Pre-IPO Share Option Scheme (adopted on 31 December 2020)	23,216,920	Granted	0	22,679,020	537,900	0	22,679,020	0	
			Exercised - new shares involved	-537,900						
			Exercised - treasury shares involved	0						
			Cancelled	0						
			Lapsed	0						
General Meeting approval date (if applicable) _____										
2).	The 2023 Share Option Scheme (adopted on 14 June 2023)	0	Granted	0	0	0	0	0	225,365,773	
			Exercised - new shares involved	0						
			Exercised - treasury shares involved	0						
			Cancelled	0						
			Lapsed	0						
General Meeting approval date (if applicable) <u>14 June 2023</u>										

Increase in issued shares (excluding treasury shares): 537,900 Ordinary shares (AA1)

Decrease in treasury shares: 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: USD 5.38

Remarks:

Under the Pre-IPO Share Option Scheme, the issuance of 537,900 ordinary shares represented issuance of 537,900 ordinary shares pursuant to exercise of options (other than the directors of the Company).

(B). Warrants to Issue Shares of the Issuer

Not applicable

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

Not applicable

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

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	02469	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	The 2023 Restricted Share Unit Scheme (adopted on 14 June 2023)		14 June 2023	0	0	225,365,773

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (DD1)

Decrease in treasury shares: 0 Ordinary shares (DD2)

Remarks:

The 2023 Restricted Share Unit Scheme was adopted on 14 June 2023, and the scheme mandate limit is 10% of the shares in issue as at the date of the annual general meeting on 14 June 2023 (the "AGM"). The total number of Shares which may be issued upon exercise of all restricted share units to be granted under the 2023 Restricted Share Unit Scheme and/or options to be granted under the 2023 Share Option Scheme shall not in aggregate exceed 10% of the number of issued Shares of the Company as at AGM (i.e. 225,365,773 shares, being 10% of 2,253,657,730 shares in issue as at 14 June 2023).

(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)	02469	Description						
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). Repurchase of shares (shares repurchased for cancellation but not yet cancelled)				14 June 2023			-14,964,000	
2). Repurchase of shares (shares repurchased for cancellation but not yet cancelled)				13 June 2024			-39,266,500	

Increase/ decrease (-) in issued shares (excluding treasury shares): _____ Ordinary shares (EE1)

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

Remarks:

Repurchases of a total of 54,230,500 ordinary shares were made from 28 May 2024 to 12 July 2024 but not yet cancelled as at 31 July 2024, in which 3,634,500, 32,236,500 and 18,359,500 shares were repurchased in May 2024, June 2024 and July 2024 respectively.

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): _____ 537,900 Ordinary shares

Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): _____ 0 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: Wang Tao

Title: Joint Company 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.