



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: Tsun Yip Holdings Limited

Date Submitted: 04 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) | 08356 | Description | Ordinary Shares | | | |
| | Number of authorised/registered shares | Par value | | Authorised/registered share capital | | |
| Balance at close of preceding month | 5,000,000,000 | HKD | 0.1 | HKD | 500,000,000 | |
| Increase / decrease (-) | | | | HKD | | |
| Balance at close of the month | 5,000,000,000 | HKD | 0.1 | HKD | 500,000,000 | |

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

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) | 08356 | 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 | | 57,220,166 | 0 | 57,220,166 | |
| Increase / decrease (-) | | | | | |
| Balance at close of the month | | 57,220,166 | 0 | 57,220,166 | |

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) | 08356 | Description | | | | | |
| 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). 0.8% convertible bonds due on 9 Dec 2025 | HKD | 257,030,210 | | 257,030,210 | | | 13,113,786 |
| Type of the Convertibles | Bond/Notes | | | | | | |
| Stock code of the Convertibles (if listed on the Exchange) (Note 1) | | | | | | | |
| Subscription/Conversion price | HKD | 19.6 | | | | | |
| General Meeting approval date (if applicable) | 08 April 2024 | | | | | | |
| 2). 0.8% convertible bonds due on 9 Dec 2025 | HKD | 64,127,855 | | 64,127,855 | | | 3,271,829 |
| Type of the Convertibles | Bond/Notes | | | | | | |
| Stock code of the Convertibles (if listed on the Exchange) (Note 1) | | | | | | | |
| Subscription/Conversion price | HKD | 19.6 | | | | | |
| General Meeting approval date (if applicable) | 08 April 2024 | | | | | | |
| 3). 0.8% convertible bonds due on 9 Dec 2025 | HKD | 16,240,000 | | 16,240,000 | | | 828,571 |
| Type of the Convertibles | Bond/Notes | | | | | | |
| Stock code of the Convertibles (if listed on the Exchange) (Note 1) | | | | | | | |
| Subscription/Conversion price | HKD | 19.6 | | | | | |
| General Meeting approval date (if applicable) | 08 April 2024 | | | | | | |

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

Decrease in treasury shares: _____ Ordinary shares (CC2)

Remarks:

The conversion price of the Convertible Bonds and the number of consolidated shares to be converted and issued upon conversion had been adjusted as a result of the share consolidation taking effect from 19 June 2024. The conversion price of the outstanding Convertible Bonds was adjusted to HK\$19.6 per share.

(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

Not applicable

| | | |
|--|-------|-----------------|
| Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): | _____ | Ordinary shares |
| Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): | _____ | Ordinary shares |

Remarks:

On 9 December 2011, the Company issued certain convertible bonds (the "Existing 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 were 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 Existing Convertible Bonds have the right to convert the outstanding principal amount of the Existing Convertible Bonds from 9 December 2011 up to the maturity date of 9 December 2014 subject to certain restrictions on conversion.

On 9 December 2014, the Company entered into the first supplemental deed with the sole holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the Existing Convertible Bonds will be extended for 3 years to 9 December 2017 and the interest rate of the Existing 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 of changes of terms and conditions of the Existing Convertible Bonds 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 sole holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds will be extended to 9 December 2018. The second amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the Existing Convertible Bonds were set out in the announcement of the Company dated 13 December 2017 and 6 February 2018 and the circular of the Company dated 17 January 2018.

On 9 December 2018, the Company entered into the third supplemental deed with the sole holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds will be extended for 2 years to 9 December 2020. The third amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the Existing Convertible Bonds were set out in the announcement of the Company dated 9 December 2018 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 Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing 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 Existing 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.

On 5 February 2024, the Company entered into the fifth supplemental deed with the holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds was extended to 9 December 2025. The interest rate of the Existing Convertible Bonds shall be retrospectively reduced from 3% to 0.8% per annum from 10 December 2021 to 9 December 2025. The fifth 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 fifth amendment of terms and conditions of convertible bonds were set out in the announcements of the Company dated 15 January 2024 and 5 February 2024 and the circular (the "Circular") of the Company dated 15 March 2024. The holder of the Existing Convertible Bonds is mandatorily required to convert the outstanding principal amount of the Existing Convertible Bonds as at 9 December 2025 in accordance with the terms and conditions of the fifth supplemental deed. The conversion price has been adjusted to HK\$19.6 per conversion share after the effective date of share consolidation on 19 June 2024. The number of shares to be allotted and issued to the holder of the Existing Convertible Bonds upon mandatory conversion at maturity, will be adjusted from 1,311,378,622 Existing Shares to 13,113,786 Consolidated Shares.

On 15 April 2024, the Company issued certain convertible bonds (the “Convertible Bonds A”) in the principal amount of HK\$64,127,855, which are convertible into 327,182,933 shares due on 9 December 2025 at the initial Conversion Price of HK\$0.196 per Conversion Share. The issue of the Convertible Bonds A had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the Convertible Bonds A were set out in the announcements of the Company dated 15 January 2024 and 5 February 2024 and the Circular. The holder of the Convertible Bonds A is mandatorily required to convert the outstanding principal amount of the Convertible Bonds A as at 9 December 2025 in accordance with the terms and conditions of the subscription agreement in respect of the Convertible Bonds A. The conversion price has been adjusted to HK\$19.6 per conversion share after the effective date of share consolidation on 19 June 2024. The number of shares to be allotted and issued to the holder of the Convertible Bonds A upon mandatory conversion at maturity, will be adjusted from 327,182,933 Existing Shares to 3,271,829 Consolidated Shares.

On 15 April 2024, the Company issued certain convertible bonds (the “Convertible Bonds B”, together with the Existing Convertible Bonds and the Convertible Bonds A, the “Convertible Bonds”) in the principal amount of HK\$16,240,000, which are convertible into 82,857,142 shares due on 9 December 2025 at the initial Conversion Price of HK\$0.196 per Conversion Share. The issue of the Convertible Bonds B had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the Convertible Bonds B were set out in the announcements of the Company dated 15 January 2024 and 5 February 2024 and the Circular. The holder of the Convertible Bonds B is mandatorily required to convert the outstanding principal amount of the Convertible Bonds B as at 9 December 2025 in accordance with the terms and conditions of the subscription agreement in respect of the Convertible Bonds B. The conversion price has been adjusted to HK\$19.6 per conversion share after the effective date of share consolidation on 19 June 2024. The number of shares to be allotted and issued to the holder of the Convertible Bonds B upon mandatory conversion at maturity, will be adjusted from 82,857,142 Existing Shares to 828,571 Consolidated Shares.

As at the date of this monthly return, the principal amount of the Existing Convertible Bonds of HK\$350,000,000 has been converted into 17,857,142 shares at the conversion price of HK\$19.6 (after adjustment upon share consolidation). As at the date of this monthly return, (i) the outstanding principal amount of the Existing Convertible Bonds amounted to HK\$257,030,210; (ii) outstanding principal amount of the Convertible Bond A amounted to HK\$64,127,855; and (iii) outstanding principal amount of the Convertible Bond B amounted to HK\$16,240,000. Upon (i) the mandatory conversion of the Convertible Bonds in accordance with the terms and conditions of the respective agreements; (ii) the allotment and issue of the New Existing CB Interest Shares (as defined in the Circular), CB Interest Shares A (as defined in the Circular) and CB Interest Shares B (as defined in the Circular) and (iii) share consolidation taken in effect on 19 June 2024, the current holder of the Convertible Bonds will be beneficially interested in 17,688,018 Shares, comprising of (i) 13,113,786 Conversion Shares to be converted under the Existing Convertible Bonds; (ii) 3,271,829 Conversion Shares to be converted under the Convertible Bonds A; (iii) 828,571 Conversion Shares to be converted under the Convertible Bonds B; (iv) 419,641 New Existing CB Interest Shares; (v) 43,241 CB Interest Shares A; and (vi) 10,950 CB Interest Shares B.

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: Chan Chun Kit

Title: 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.