

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) : 30/06/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Cloud Copper Company Limited
Date Submitted 03/07/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 33 Description : China Cloud Copper Company Limited

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>10,000,000,000,000</u>	<u>HK\$0.001</u>	<u>HK\$10,000,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>10,000,000,000,000</u>	<u>HK\$0.001</u>	<u>HK\$10,000,000,000</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : <u> N/A </u> Description : <u> N/A </u>			
	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 : <u> N/A </u>			
	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\$10,000,000,000

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>1,119,260,640</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,119,260,640</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. New Share Option Scheme adopted Exercise Price HK\$1.50 (26/07/2017) Ordinary shares <i>(Note 1)</i>	NIL	NIL	NIL	NIL	NIL	19,000,000 <i>(Remark 1)</i>
2. (/ /) shares <i>(Note 1)</i>						
3. (/ /) shares <i>(Note 1)</i>						
			Total A. (Ordinary shares) NIL			
			(Preference shares) N/A			
			(Other class) N/A			
Total funds raised during the month from exercise of options (State currency)			NIL			

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>NIL</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
1. Convertible Bonds Due Feb 18, 2020 <i>(Remark 2)</i>	HK\$	105,000,000	NIL	105,000,000	NIL	105,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$1.0 per share					
EGM approval date (if applicable) (dd/mm/yyyy)	(18/06/2019)					
2. Convertible Bonds Due Dec 17, 2021 <i>(Remark 3)</i>	HK\$	70,000,000	NIL	NIL	NIL	NIL
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$1.0 per share					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
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) <u>NI</u> <u>L</u>			
			(Preference shares) <u>N/</u> <u>A</u>			
			(Other class) <u>N/</u> <u>A</u>			

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. _____ _____ _____ (/ /) shares (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	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 (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
7. Redemption of shares			Class of shares redeemed (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : _____ State currency _____ Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
		Total E. (Ordinary shares)	<u>N/A</u>
		(Preference shares)	<u>N/A</u>
		(Other class)	<u>N/A</u>

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

IV. 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 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:	
<i>(Note 2)</i>	
(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.

Remarks (if any):

1. As at 30 June 2020, 19,000,000 share options were outstanding, all of which were exercisable.
2. Pursuant to a deed of variation dated 18 February 2019 executed by the Company and Internet Finance Investment Co., Ltd., the maturity date of the convertible bonds was extended from 18 February 2019 to 18 February 2020 and additional convertible bonds in the principal amount of HK\$5,000,000 was issued to Internet Finance Investment Co., Ltd. EGM approval date is 18 June 2019. On 25 March 2020, the bondholder holding HK\$100,000,000 principal amount of the convertible bonds made an irrevocable undertaking that it agreed to extend the maturity date of the convertible bonds from 18 February 2020 to 18 February 2022, subject to approval from independent shareholders of the Company and The Stock Exchange of Hong Kong Limited.
3. On 5 December 2018, a subsidiary of the Company (“**B&R**”) entered into a sale and purchase agreement (the “**Agreement**”) as purchaser, pursuant to which the vendors thereunder (the “**Vendors**”) agreed to sell, and B&R agreed to purchase the entire issued share capital of International Security Net Co., Limited (“**ISN**”) and 51% of the equity interest in Dewe Kexin (Beijing) Technology Co., Ltd (“**Dewe Kexin**”), subject to and upon the terms and conditions set out in the Agreement (the “**Acquisition**”). On 17 December 2018, convertible bonds in the principal amount of HK\$70,000,000 was issued by the Company to the Vendors as consideration for the Acquisition.

As a share pledge over the 51% equity interest in Dewe Kexin was subsequently created and enforced, Dewe Kexin ceased to be a subsidiary of the Group on 17 February 2020. Pursuant to a supplemental deed dated 30 June 2020, entered into by B&R and the Vendors, the parties irrevocably agreed that the profit guarantee stipulated under the Agreement for the year ended 31 December 2019 be determined as unfulfilled and the profit guarantee for the year ending 31 December 2020 be terminated. Pursuant to the supplemental deed, as a result of the said non-fulfillment and termination of profit guarantees, the Vendors also agree to surrender to the Company for cancellation convertible bonds in the principal amounts of HK\$26,250,000 and HK\$35,000,000 respectively.

Pursuant to a disposal agreement entered into on 30 June 2020 by B&R and another subsidiary of the Company as vendors, the vendors agreed to sell and the purchaser agreed to purchase the entire issued share capital of ISN and other receivables in the amount of RMB5,000,000. As consideration, convertible bonds in the principal amount of HK\$8,750,000 was surrendered by the purchaser to the Company for cancellation. For details, please refer to the announcements of the Company dated 30 June 2020.

Submitted by: Wei Weicheng

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

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet
March 2019

individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A 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 append the prescribed continuation sheet*