HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/03/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	WE Solutions Limited (incorporated in the Cayman Islands with limited liability)
Date Submitted	1 April 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00860</u> Descrip	otion :	ORDINARY	(SHARE
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	10,000,000,000	0.10	1,000,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	10,000,000,000	0.10	1,000,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :	N//	۹
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N// Par value (State currency)	Authorised share capital
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)

2. Preference Shares

Stock code :	N/A Description		tion :	N/A	λ
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	f precedir	ng month			
Increase/(decrease	e)	-			
Balance at close o	f the mon	th _			

3. Other Classes of Shares

Stock code :	<u>N/A</u> Description		ion :	N/A	λ
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close c	of precedir	ng month			
Increase/(decreas	e)	_		-	
Balance at close c	of the mon	th _			

Total authorised share capital at the end of the month (HK\$) : _____1,000,000,000.00

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	7,170,198,562	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	7,170,198,562	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of					No. of new shares of	No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	l l	Movement duri	ing the month		thereto	thereto as at close o
approval date	•		ing the month		_	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. AGM approval						
date:						
01/03/2013						
Exercise Price: HK\$0.65						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	5,033,526
(Note 1)						
2. AGM approval date: 01/03/2013						
Exercise Price: HK\$0.85						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	20,000,000
(Note 1)						
3. AGM approval						
date: 01/03/2013						
Exercise Price: HK\$1.776						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	1,700,000
(Note 1)						
4. EGM approval date: 20/04/2018 Exercise Price:						
HK\$1.782						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	50,000,000
(Note 1)		·	· · · · · · · · · · · · · · · · · · ·			

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares		Movement duri	ng the month			No. of new shares of issuer which may be issued pursuant thereto as at close of the month
issuable	Granted	Exercised	Cancelled	Lapsed		
5. AGM approval date: 01/03/2013 Exercise Price: HK\$0.475						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	78,000,000
(Note 1)						
		Tota	IA. (Ordina	ry shares)	Nil	
			(Preferenc	ce shares)	N/A	
			(Preferenc	ce shares)	N/A	
Total funds raised of options (HK\$)	luring the mo	onth from exerc	ise 	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
<u>1.</u>						
	N/A	N/A	N/A	N/A	N/A	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)	(/ /)				
		Total B	. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	-
			(O	ther class)	N/A	-

Convertibles (i.e. Convertibl	e into Shares of th	e Issuer whicl	n are to be Liste	ed)		
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.						
		N/A	N/A	N/A	N/A	N/A
Stock code (if listed) _ Class of shares issuable (Note 1) _ Subscription price _ EGM approval date (if applicable)						
(dd/mm/yyyy)) 	(/ / /)					
Stock code (if listed) _ Class of shares issuable <i>(Note 1)</i> Subscription price _						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	— т		ary shares) ce shares) ther class)	N/A N/A N/A	-

if applicable, and class of shares issuable: 1. Pursuant to the Agreement dated 16 May 2019 and Supplemental Agreements dated 15 August 2019 and 3 January 2020, the Company has conditionally agreed to Vendor has conditionally agreed to sell, the Sale Shares representing approximately 86.06% of the total issued share purchase, and the capital of the Target Company. Depending on the financial performance of the Target Group for the	
Supplemental Agreements dated 15 August 2019 and 3 January 2020, the Company has conditionally agreed to Vendor has conditionally agreed to sell, the Sale Shares representing approximately 86.06% of the total issued share purchase, and the capital of the Target Company. Depending on the financial performance of the Target Group for the	
3 January 2020, the Company has conditionally agreed to Vendor has conditionally agreed to sell, the Sale Shares representing approximately 86.06% of the total issued share purchase, and the capital of the Target Company. Depending on the financial performance of the Target Group for the	
Vendor has conditionally agreed to sell, the Sale Shares representing approximately 86.06% of the total issued share purchase, and the capital of the Target Company. Depending on the financial performance of the Target Group for the	
representing approximately 86.06% of the total issued share purchase, and the capital of the Target Company. Depending on the financial performance of the Target Group for the	
purchase, and the capital of the Target Company. Depending on the financial performance of the Target Group for the	
on the financial performance of the Target Group for the	
three years ending 31 December 2021, up to 1,655,232,000	
Consideration Shares may be issued and allotted to the	
Vendor.	
For details, please refer to the announcements dated 16 May	
2019, 15 August 2019 and 3 January 2020, and circular	
dated 18 February 2020. EGM Approval Date: (12/03/2020)	
Ordinary shares (Note 1) Nil	1,655,232,000
	1,000,202,000
2. Pursuant to the Agreement dated 31 October 2019 and	
Supplemental Agreement dated 12 December 2019, the	
Company has conditionally agreed to purchase, and the	
Vendors have conditionally agreed to sell, the Sale Shares	
representing the entire issued share capital of the Target	
Company. The aggregate consideration for the Acquisition of	
up to approximately EUR36,000,000 comprises (a) the Initial	
Consideration Price in the amount of EUR15,000,000; and	
(b) to the extent certain profit targets are met, the Further	
Consideration Price in the amount of up to EUR4,200,000	
and the Consideration Shares of an aggregate value of up to	
approximately EUR16,800,000. The maximum aggregate	
number of Consideration Shares to be allotted and issued to	
the Vendors shall not exceed 281,080,000 Shares.	
For details, please refer to the announcements dated 31	
October 2019 and 12 December 2019.	
EGM Approval Date: To Be Confirmed	
Ordinary shares (Note 1) Nil	Nil
3. <u>N/A</u>	
shares (Note 1)	
Total D. (Ordinary shares) N/A	
(Preference shares) N/A	
(Other class) N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Oti	ner Movements	in Issued Sha	are Capital				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
				Class of shares				
				issuable (Note 1)				
1.	Rights issue	At price :	State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)			N/A	<u>N/A</u>
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	. ,	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	N1/A
							<u>N/A</u>	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
				Class of shares				
			•	issuable (Note 1)		`		
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u> </u>
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	N/A
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u> </u>
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	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
			Class of shares issuable (Note 1)				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
10.	Other: (Please specify) At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						<u> </u>	<u> </u>
			Total E.	(Ordinary			
			(F		er class	·	
L							

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

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:
(*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.

Remarks (if any):

N/A

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Submitted by:	Tricor Tengis Limited
Title: (Director, Secre	Branch Share Registrar tary 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 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.