



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/12/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Dynamics (Holdings) Limited

Date Submitted 02/01/2015

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code : <u>476</u> Description : <u>CH DYNAMICS</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>50,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$500,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$500,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary 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	_____	_____	_____



## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>3,416,746,800</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>150,000,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,566,746,800</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. Exercise Price: <u>HK\$0.86</u>  (05/01/2004) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	33,000,000
2. Exercise Price: <u>HK\$2.95</u>  (05/01/2004) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	5,000,000
3. Exercise Price: <u>HK\$0.46</u>  (05/01/2004) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	64,400,000
4. Exercise Price: <u>HK\$1.15</u>  (30/08/2013) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

## 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 ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total B.	(Ordinary shares) N/A	
					(Preference shares) N/A	
					(Other class) N/A	

## 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. <u>Convertible Notes</u> <u>(Maturity Date - 27/02/2024)</u>	HK\$	HK\$2,355,000,000.00	HK\$112,500,000.00	HK\$2,242,500,000.00	150,000,000	2,990,000,000
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.75					
SGM approval date (if applicable) (dd/mm/yyyy)	(30/10/2013)					
2. <u>N/A</u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
3. <u>N/A</u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. <u>N/A</u>						
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)	150,000,000	
				(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)

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
<p>1. On 12 March 2014, the Subscriber and the Vendors entered into (i) the Call Option Deed, pursuant to which the Vendors have conditionally agreed to grant the Call Option to the Subscriber to purchase the Sale Shares at the consideration of HK\$253,650,000, which shall be satisfied by way of the allotment and issue by the Company of the 267,000,000 Consideration Shares at the Issue Price of HK\$0.95 each; and (ii) the Put Option Deed, pursuant to which the Subscriber has conditionally agreed to grant the Put Option to the Vendors to sell the Sale Shares at the consideration equal to 49% of Target Value but not more than HK\$253,650,000, which shall be satisfied by way of allotment and issue by the Company of not more than 267,000,000 Consideration Shares at the Issue Price of HK\$0.95 each. For details, please refer to the Company's announcement dated 12 March 2014 and the Company's circular dated 11 April 2014.</p> <p style="text-align: right;">(SGM : 05/05/2014) Ordinary shares (Note 1)</p>	Nil	(i) 267,000,000 (ii) 267,000,000
<p>2.</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p>3.</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p style="text-align: right;">Total D. (Ordinary shares) (Preference shares) (Other class)</p>	Nil N/A 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)	N/A	N/A
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)	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) SGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
4.	Bonus issue		Class of shares issuable (Note 1) _____ 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
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) _____ 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 (Note 1) Ordinary Shares Cancellation date : ( / / ) (dd/mm/yyyy) AGM approval date: (25/08/2014) (dd/mm/yyyy)	NIL (5,000,000)
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ 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 (Note 1) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) SGM approval date: ( / / ) (dd/mm/yyyy)	N/A N/A



For Main Board and GEM listed issuers

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 (Note 1) _____		
	Issue and allotment date : ( / / ) (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)		
		<u>N/A</u>	<u>N/A</u>
10. Other (Please specify) At price : State currency _____	Class of shares issuable (Note 1) _____		
	Issue and allotment date : ( / / ) (dd/mm/yyyy)		
	SGM approval date: ( / / ) (dd/mm/yyyy)		
		<u>N/A</u>	<u>N/A</u>
		Total E. (Ordinary shares) <u>NIL</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>150,000,000</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

N/A

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Submitted by: Tricor Tengis Limited

Title: Hong Kong Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*