



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Dynamics (Holdings) Limited

Date Submitted 02/03/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 476 Description : CH DYNAMICS

| | 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 : N/A Description : N/A

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u></u> | <u></u> | <u></u> |
| Increase/(decrease) | <u></u> | | <u></u> |
| Balance at close of the month | <u></u> | <u></u> | <u></u> |

2. Preference Shares

| | | | | |
|-------------------------------------|------------|-----------------------------|----------------------------------|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> | |
| | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | <u> </u> | <u> </u> | <u> </u> |
| Increase/(decrease) | | <u> </u> | | <u> </u> |
| Balance at close of the month | | <u> </u> | <u> </u> | <u> </u> |

3. Other Classes of Shares

| | | | | |
|-------------------------------------|------------|--------------------------------|----------------------------------|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> | |
| | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | <u> </u> | <u> </u> | <u> </u> |
| Increase/(decrease) | | <u> </u> | | <u> </u> |
| Balance at close of the month | | <u> </u> | <u> </u> | <u> </u> |

Total authorised share capital at the end of the month (*State currency*) :

HK\$500,000,000.00

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>4,446,046,800</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>NIL</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>4,446,046,800</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 | | |
| <u>1. Exercise Price:</u> <u>HK\$0.86</u> <u>(05/01/2004)</u> <u>Ordinary shares</u> <i>(Note 1)</i> | Nil | Nil | Nil | Nil | Nil | 32,500,000 |
| <u>2. Exercise Price:</u> <u>HK\$2.95</u> <u>(05/01/2004)</u> <u>Ordinary shares</u> <i>(Note 1)</i> | Nil | Nil | Nil | Nil | Nil | 5,000,000 |
| <u>3. Exercise Price:</u> <u>HK\$0.46</u> <u>(05/01/2004)</u> <u>Ordinary shares</u> <i>(Note 1)</i> | Nil | Nil | Nil | Nil | Nil | 40,400,000 |
| <u>4. Exercise Price:</u> <u>HK\$1.15</u> <u>(30/08/2013)</u> <u>Ordinary shares</u> <i>(Note 1)</i> | Nil | Nil | Nil | Nil | Nil | 18,200,000 |
| <u>5. Exercise Price:</u> <u>HK\$0.30</u> <u>(30/08/2013)</u> <u>Ordinary shares</u> <i>(Note 1)</i> | Nil | Nil | Nil | Nil | Nil | 73,260,000 |
| 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) <u>N/A</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 Notes (Maturity Date - 27/02/2024) | HK\$ | HK\$2,130,000,000.00 | NIL | HK\$2,130,000,000.00 | NIL | 2,840,000,000 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HK\$0.75 | | | | | |
| SGM approval date (if applicable) (dd/mm/yyyy) | (30/10/2013) | | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | Total C. (Ordinary shares) | NIL | |
| | | | | (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. N/A</p> <p style="text-align: right;">(/ /) shares (Note 1)</p> | | |
| <p>3. N/A</p> <p style="text-align: right;">(/ /) shares (Note 1)</p> | | |
| <p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p> | <p>NIL</p> <p>N/A</p> <p>N/A</p> | |

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) AGM 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 (Note 1) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 6. | Repurchase of shares | | Class of shares repurchased (Note 1) _____ Cancellation date : (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 7. | Redemption of shares | | Class of shares redeemed (Note 1) _____ Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 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) | <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 |
|--|---|--|---|
| 9. Capital reorganisation | Class of shares issuable _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> 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>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>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

Submitted by: Tricor Tengis Limited

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

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.*