

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

### For the month ended (dd/mm/yyyy): 31/05/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Dynamics (Holdings) Limited
Date Submitted	05/06/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares				
(1) Stock code : <u>476</u> Descrip	ption : <u>CH DYN</u>	IAMICS		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	50,000,000,000	HK\$0.01	HK\$500,000,000.00	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	50,000,000,000	HK\$0.01	HK\$500,000,000.00	
(2) Stock code : <u>N/A</u> Descrij	ption :	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 :	N/A	Description :	N	//A
		No. of prefer shares	Par value rence (State currency)	Authorised share capital (State currency)
Balance at close of p	preceding	nonth		
Increase/(decrease)				
Balance at close of t	he month			

#### 3. Other Classes of Shares

Stock code :	N/A	Descrip	tion :	n:N/A	
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	month			
Increase/(decrease)					
Balance at close of t	the month				

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 ordina	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	2,705,746,800	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	2,705,746,800	N/A	N/A	N/A

#### III. Details of Movements in Issued Share Capital

Share Options (under Particulars of share option scheme including EGM			/		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement during the			thereto	as at close of the month
(dd/mm/yyyy) and -			0		_	
class of shares	Constant.	E	C	T		
issuable	Granted	Exercised	Cancelled	Lapsed	NT'1	22,000,000
1. Exercise Price:	Nil	Nil	Nil	Nil	Nil	33,000,000
HK\$0.86						
(05/01/2004)						
Ordinary shares						
(Note 1)						
2. Exercise Price:	Nil	Nil	Nil	Nil	Nil	5,000,000
<u>HK</u> \$2.95		1111	INII	1111	1111	5,000,000
ΠΚφ2.73						
(05/01/2004)						
Ordinary shares						
(Note 1)						
(1000 1)						
3. Exercise Price:	Nil	Nil	Nil	Nil	Nil	64,400,000
HK\$0.46						
(05/01/2004)						
Ordinary shares						
(Note 1)						
4. Exercise Price:	Nil	Nil	Nil	Nil	Nil	Nil
HK\$1.15						
(30/08/2013)						
Ordinary shares						
(Note 1)						
		To	otal A. (Ordin			
				nce shares)		
			(0	Other class)	N/A	
Total funds raised dur		from exercise of				
options (State currenc	y)		Nil			

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of Nominal value at nominal close of value 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. 1. 1.					
( / / ) 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 (Note 1)					
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	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

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	HK\$					
(Maturity Date - 27/02/2024)	ΠΚφ	HK\$2,801,250,000.00	NII	HK\$2,801,250,000.00	Nil	3,735,000,000
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary Sh					
Subscription price	HK\$0.7	5				
SGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	(30/10/20	13)				
	_					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) <u>3. 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. N/A	( / /					
	_					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /			inary shares) NIL		
				rence shares) N/A		
			1	(Other class) N/A		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

For Main Board and GEM listed issuers 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
<ol> <li>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.</li> </ol>		
(SGM : 05/05/2014) Ordinary shares ( <i>Note 1</i> )	Nil	(i) 267,000,000 (ii) 267,000,000
2		
3		
( / / ) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

	Type of Issue	in Issued Share 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				
1.	Rights issue	At price : State	( <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>
			Class of shares issuable				
2.	Open offer	At price : State currency	( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			SGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	<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
			Class of shares issuable				
5.	Scrip dividend	At price : State currency ——	( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		-	EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares repurchased ( <i>Note 1</i> )				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	<u>N/A</u>
			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>N/A</u>
			Class of shares issuable				
8.	Consideration issue	At price : State	(Note 1) Issue and allotment date : (dd/mm/uuuu)	( / /			
			(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
		Class of shares issuable ( <i>Note 1</i> )				
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	NT/ A	NT/ A
					<u>N/A</u>	<u>N/A</u>
		Class of shares issuable ( <i>Note 1</i> )				
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
	Total E. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A					

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").)			

Remarks	(if	any)	1:
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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.*