

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 30/06/2014

| 10 : Hong Kong Exchanges and Clearing Limited |                 |                  |                                  |   |  |  |
|---|-----------------|------------------|----------------------------------|---|--|--|
| Name of Issuer Ch                             | nina Dynamics ( | Holdings)        | Limited                          |   |  |  |
| Date Submitted 04                             | /07/2014        |                  | _                                |   |  |  |
| I. Movements in Authorised Share              | e Capital       |                  |                                  |   |  |  |
| 1. Ordinary Shares                            |                 |                  |                                  |   |  |  |
| (1) Stock code : <u>476</u>                   | Description:    | CH DYN           | AMICS                            |   |  |  |
|   |                 | ordinary<br>ares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |  |
| Balance at close of preceding mon             | 50,000          | ,000,000         | HK\$0.01                         | HK\$500,000,000.00                              |  |  |
| Increase/(decrease)                           | 1               | Nil              |                                  | Nil   |  |  |
| Balance at close of the month                 | 50,000          | ,000,000         | HK\$0.01                         | HK\$500,000,000.00                              |  |  |
| (2) Stock code : N/A D                        | Description:    | ,                | N/.                              | A   |  |  |
|   |                 | ordinary<br>ares | Par value<br>(State<br>currency) | Authorised share capital (State currency)       |  |  |
| Balance at close of preceding mon             | th              |                  |                                  |   |  |  |
| Increase/(decrease)                           |                 |                  |                                  |   |  |  |
| Balance at close of the month                 |                 |                  |                                  |   |  |  |

#### 2. Preference Shares

| 2. I leference shares              |           |            |                                |                                  |   |
|------------------------------------|-----------|------------|--------------------------------|----------------------------------|---|
| Stock code :                       | N/A       | Descrip    | otion:                         | N/A                              |   |
|                                    |           |            | No. of preference shares       | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of pred           | ceding r  | nonth      |                                |                                  |   |
| Increase/(decrease)                |           |            |                                |                                  |   |
| Balance at close of the            | month     |            |                                |                                  |   |
| 3. Other Classes of Sha            | res       |            |                                |                                  |   |
| Stock code :                       | N/A       | Descrip    | otion:                         | N/A                              | •   |
|                                    |           |            | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of pred           | ceding r  | nonth      |                                |                                  |   |
| Increase/(decrease)                |           |            |                                |                                  |   |
| Balance at close of the            | month     |            |                                |                                  |   |
| Total authorised share c currency: | capital a | at the end | of the month (State            | HK\$500                          | 0,000,000.00                              |

## 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)<br>during the month | 96,000,000    | N/A        | N/A              | N/A                  |  |  |
| Balance at close of the month            | 2,801,746,800 | 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 share option scheme including EGM approval date | опис орион | Movement duri     |           |              | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |  |
|--|------------|-------------------|-----------|--------------|---|---|--|
| (dd/mm/yyyy) and class of shares                               |            |                   | 8         |              | _   |   |  |
| issuable   | Granted    | Exercised         | Cancelled | Lapsed       |   |   |  |
| 1. Exercise Price:<br>HK\$0.86                                 | Nil        | Nil               | Nil       | Nil          | Nil   | 33,000,000  |  |
| (05/01/2004)<br>Ordinary shares                                |            |                   |           |              |   |   |  |
| (Note 1)  2. Exercise Price: HK\$2.95                          | Nil        | Nil               | Nil       | Nil          | Nil   | 5,000,000   |  |
| (05/01/2004)<br>Ordinary shares<br>(Note 1)                    |            |                   |           |              |   |   |  |
| 3. Exercise Price: HK\$0.46                                    | Nil        | Nil               | Nil       | Nil          | Nil   | 64,400,000  |  |
| (05/01/2004)<br>Ordinary shares<br>(Note 1)                    |            |                   |           |              |   |   |  |
| 4. Exercise Price: HK\$1.15                                    | Nil        | Nil               | Nil       | Nil          | Nil   | Nil   |  |
| (30/08/2013)<br>Ordinary shares                                |            |                   |           |              |   |   |  |
| (Note 1)   |            | То                | *         | nce shares)  | N/A   |   |  |
| Total funds raised duroptions (State currence                  |            | n from exercise o |           | Other class) | N/A   |   |  |

| Description of warrants (Date of expiry - dd/mm/yyyy)                               | Currency of Nominal value at<br>nominal close of<br>value preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|----------------------------------|---|--|--|
| 1. N/A  |   |                                  |   |  |  |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price |   |                                  |   |  |  |
| EGM approval date (if applicable)   |   |                                  |   |  |  |
| (dd/mm/yyyy)<br>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)                   | ( / / )   |                                  |   |  |  |
|   | Tota  | (Prefer                          | (Other class) $\frac{N/A}{N/A}$           | 1  | -<br>-<br>-  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer which issuer issued may be issued during the pursuant Currency of Amount at close Converted month thereto as at Amount at close of close of the amount of preceding during the pursuant Class and description outstanding month month the month thereto month 1. Convertible Notes HK\$ HK\$2,801,250,000.00 Nil HK\$2.801.250.000.00 Nil 3,735,000,000 (Maturity Date - 27/02/2024) 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) 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) 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)  $\overline{N/A}$ (Other class) N/A

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)

|  | No. of new shares of issuer issued during | No. of new shares of issuer which may be |
|--|---|--|
|  | the month pursuant                        | issued pursuant thereto                  |
| Full particulars including EGM approval date (dd/mm/yyyy),             | thereto                                   | as at close of the month                 |
| if applicable, and class of shares issuable:                           |   |  |
| 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     | 1   |  |
| 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.   |   |  |
|  |   |  |
| (SGM: 05/05/2014)  |   | (i) 267,000,000                          |
| Ordinary shares (Note 1)   | Nil                                       | (ii) 267,000,000                         |
|  |   |  |
| 2  |   |  |
|  |   |  |
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|  |   |  |
|  |   |  |
| shares (Note 1)  |   |  |
| 2  |   |  |
| 3  |   |  |
|  |   |  |
|  |   |  |
|  | -   |  |
| shares (Note 1)  | 1   |  |
| snares (Note 1)  |   | · -                                      |
| Total D. (Ordinary shares)   | Nil                                       |  |
| (Preference shares)  | N/A                                       | •  |
| (Other class)  | N/A                                       | •  |
| (Other class)  | 11/11                                     | •  |
|  | l   |  |

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto as at thereto close of the month Type of Issue Class of shares issuable (*Note 1*) ( / / ) At price : State currency Issue and allotment date: 1. Rights issue (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/A N/A Class of shares issuable (Note 1) At price : State Issue and allotment date: 2. Open offer currency (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/A N/AClass of shares issuable (*Note 1*) At price: State Issue and allotment date: 3. Placing currency (dd/mm/yyyy) SGM approval date: ( / / ) (dd/mm/yyyy) N/AN/A Class of shares issuable (*Note 1*) Issue and allotment date: 4. Bonus issue (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/AN/A

#### For Main Board and GEM listed issuers

|    | Type of Issue        |            |                  |   |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>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)               | ( / / | ) | N/A  | N/A   |
|    |                      |            |                  |   |       |   | 17/11  | 11/21   |
|    |                      |            |                  | Class of shares repurchased ( <i>Note 1</i> ) |       |   |  |   |
| 6. | Repurchase of shares |            |                  | Cancellation date : (dd/mm/yyyy)              | ( / / | ) |  |   |
|    |                      |            |                  | EGM approval date: (dd/mm/yyyy)               | ( / / | ) |  |   |
|    |                      |            |                  |   |       |   | N/A  | N/A   |
|    |                      |            |                  | Class of shares redeemed (Note 1)             |       |   |  |   |
| 7. | Redemption of shares |            |                  | Redemption date : (dd/mm/yyyy)                | ( / / | ) |  |   |
|    |                      |            |                  | EGM approval date: (dd/mm/yyyy)               | ( / / | ) |  |   |
|    |                      |            |                  |   |       |   | N/A  | N/A   |
|    |                      |            |                  |   |       |   |  |   |
| 8. | Consideration        | At price : | State            | Class of shares issuable (Note 1)             | ( / / | ) |  |   |
|    | issue                | ^          | currency         | Issue and allotment date : (dd/mm/yyyy)       | ( / / | ) |  |   |
|    |                      |            |                  | SGM approval date:<br>(dd/mm/yyyy)            |       |   | N/A  | N/A   |
|    |                      |            |                  |   |       |   |  |   |

|     |   | Fo                                      | or Main Board a                                 | nd GEM listed is   | suers   |
|-----|---|---|---|--|---|
|     | Type of Issue   |   |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>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   |
| 10  | Other   | Class of shares issuable (Note 1)       | Ordinary Shares                                 |  |   |
| 10. | (Subscription of New Shares) At price : State currency HK\$0.92 | Issue and allotment date : (dd/mm/yyyy) | (27/06/2014)                                    |  |   |
|     |   | SGM approval date: (dd/mm/yyyy)         | (05/05/2014)                                    | 96,000,000   | NIL   |
|     |   |   | Ordinary shares) eference shares) (Other class) | N/A  |   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | 96,000,000 |  |  |  |
|--|-----|------------|--|--|--|
|  | (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").) |     |            |  |  |  |

г

| 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.