

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and	Clearing	Limited		
Name of Issuer	China Dy	ynamics (Holdings)	Limited	
Date Submitted 0	02/02/20	15		
I. Movements in Authorised Shar	re Capita	al		
1. Ordinary Shares				
(1) Stock code : <u>476</u>	Descrip	tion: CH DYN	AMICS	_
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	onth	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 : N/A	Descrip	tion :	N/.	Α
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	onth			
Increase/(decrease)				
Balance at close of the month				

31/01/2015

2. Preference Share	S				
Stock code :	N/A	Descri	ption :	N/A	Δ
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding r	nonth			
Increase/(decrease)					
Balance at close of	the month				
3. Other Classes of	Shares				
Stock code :	N/A	Descri	ption:	N/A	1
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding r	nonth			
Increase/(decrease)					
Balance at close of	the month				
Total authorised sha	are capital a	t the end	of the month (State	HK\$50	0,000,000.00

currency:

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	3,566,746,800	N/A	N/A	N/A
Increase/ (decrease) during the month	(5,000,000)	N/A	N/A	N/A
Balance at close of the month	3,561,746,800	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					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 month		thereto	as at close of the month	
(dd/mm/yyyy) and — class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Exercise Price:	Nil	Nil	Nil	Nil Nil	Nil	33,000,000
	INII	INII	INII	INII	INII	33,000,000
HK\$0.86						
(0.5 (0.4 (0.00.4))						
(05/01/2004)						
Ordinary shares						
(Note 1)						
2. Exercise Price:	Nil	Nil	Nil	Nil	Nil	5,000,000
HK\$2.95						
(05/01/2004)						
Ordinary shares						
(Note 1)						-
(Note 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	ary shares)	Nil	
			·	nce shares)		
			·	Other class)		
Total funds raised dur	ing the month	n from exercise o	•	,		
options (State currence			Nil			
• ,	-					

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which may be issued during the pursuant month pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month month 1. N/A (/ / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. 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) 4. N/A / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Class and description	Currency of amount outstanding	Amount at cl of precedir month		ne Amount	at close of nonth	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes	HK\$	HK\$2,242,500,0	00.00 Nil	HK\$2,24	2,500,000.00	Nil	2,990,000,000
(Maturity Date - 27/02/2024)							
Stock code (if listed)	N/A		· · · · · · · · · · · · · · · · · · ·			-	_
Class of shares issuable (<i>Note 1</i>)	Ordinary Sl	nares					
Subscription price	HK\$0.7						
SGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	(30/10/20						
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 (<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)	(/ /)					
				Ordinary shares			
			(Pre	eference shares (Other class			

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
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 no 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 circula dated 11 April 2014.	2	
(SGM: 05/05/2014 Ordinary shares (Note 1		(i) 267,000,000 (ii) 267,000,000
2		
3		
(/ / shares (Note 1		
Total D. (Ordinary shares (Preference shares (Other class	N/A	

Ot	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
	Type of issue		Class of shares issuable				
			(Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	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)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		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
			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
			Class of shares repurchased (<i>Note 1</i>)	Ordinary <u>Shares</u>		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(14/01/2015)		
			AGM approval date: (dd/mm/yyyy)	(25/08/2014)	(5,000,000)	Nil
			Class of shares redeemed (Note 1)			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	27/4	27/4
					N/A	N/A
			Class of shares issuable (Note 1)			
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			SGM approval date: (dd/mm/yyyy)	(/ /)	N/A	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 a 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)	(/ /)			
	SGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A	
		dinary sha erence sha (Other cl	res)			
Total increase / (decrease) in ordinary shares du	uring the month (i.e. Total of A to E):		(1)	(5,000,000)		
			(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):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):
N/A
Submitted by: <u>Tricor Tengis Limited</u>
Title: Hong Kong Branch Share Registrar
(Director, Secretary or other duly authorised officer)

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

Notes:

1.

2.