



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 30/06/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sinoref Holdings LimitedDate Submitted 03/07/2014**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 1020 Description : SINOREF HLDGS

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>3,000,000,000</u>      | <u>HK\$0.10</u>                            | <u>HK\$300,000,000.00</u>                                |
| Increase/(decrease)                 | <u>Nil</u>                |  | <u>Nil</u>   |
| Balance at close of the month       | <u>3,000,000,000</u>      | <u>HK\$0.10</u>                            | <u>HK\$300,000,000.00</u>                                |

(2) Stock code : N/A Description : N/A

|                                     | No. of ordinary<br>shares   | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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 :                        | N/A                         | Description :                              | N/A  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       |  | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

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

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

HK\$300,000,000.00

## 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>1,494,452,000</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>1,494,452,000</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. N/A   |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| 2. N/A   |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| 3. N/A   |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | <u>N/A</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>N/A</u>                |           |           |        |  |   |

| Warrants to issue shares of the issuer which are to be listed |                           |   |                            |                                     | 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 |
|---|---------------------------|---|----------------------------|-------------------------------------|--|---|
| Description of warrants<br>(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 |  |   |
| 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)                |                           | (    /    /    )                          |                            |                                     |  |   |
| 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 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. 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 C. (Ordinary shares) N/A |  |   |
|  |                                |                                    |                            | (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. According to the Share Transfer Agreement dated 7 March 2014 entered into between the Company, the Vendor and the Guarantors in relation to the Acquisition, the Company shall issue to the Vendor and/or its nominee(s) 20,456,000 Tranche B Consideration Shares, at the Issue Price of HK\$0.62 per Consideration Share, being part of the consideration of the Acquisition. For details, please refer to the Company's announcement dated 7 March 2014.</p> <p>(EGM: 28/02/2014)</p> <p>Ordinary shares (<i>Note 1</i>)</p>  |  | 20,456,000  |
| <p>2. Pursuant to the Placing and Subscription Agreement entered between the Vendor, the Company and the Placing Agent on 25 June 2014, (i) the Vendor has agreed to place through the Placing Agent up to 110,000,000 Placing Shares to not less than six placees at the Placing Price of HK\$0.57 per Placing Share, and (ii) the Company has agreed to issue such number of New Shares equivalent to the number of Placing Shares at the Subscription Price at HK\$0.57 per New Shares to the Vendor. For details, please refer to the Company's announcement dated 25 June 2014.</p> <p>(AGM: 30/05/2014)</p> <p>Ordinary shares (<i>Note 1</i>)</p> |  | 110,000,000   |
| <p>3. N/A</p> <p>( / / )</p> <p>shares (<i>Note 1</i>)</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

| Other Movements in Issued Share Capital |              |                                    |   | 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 |
|---|--------------|------------------------------------|---|--|---|
| Type of Issue                           |              |                                    |   |  |   |
| 1.                                      | Rights issue | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )<br>N/A  | N/A   |
| 2.                                      | Open offer   | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )<br>N/A  | N/A   |
| 3.                                      | Placing      | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )<br>N/A  | N/A   |
| 4.                                      | Bonus issue  |                                    | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )<br>N/A  | N/A   |

## For Main Board and GEM listed issuers

|               |                      |                                 |   | 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 |                      |                                 |   |  |   |
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | N/A<br>N/A  |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased <i>(Note 1)</i> _____<br>Cancellation date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)        | ( / / )<br>( / / )   | N/A<br>N/A  |
| 7.            | Redemption of shares |                                 | Class of shares redeemed <i>(Note 1)</i> _____<br>Redemption date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)             | ( / / )<br>( / / )   | N/A<br>N/A  |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | N/A<br>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 _____<br>(Note 1)   |  |   |
|  | Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
| 10. Other (Please specify) At price : State currency _____                     | Class of shares issuable _____<br>(Note 1)   |  |   |
|  | Issue and allotment date : (dd/mm/yyyy) ( / / )<br>AGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
| Total E. (Ordinary shares) N/A<br>(Preference shares) N/A<br>(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):

N/A

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Submitted by: Tricor Investor Services 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.*