



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/12/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sinoref Holdings LimitedDate Submitted 06/01/2015**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 1020 Description : SINOREF HLDGS

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <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 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 :	N/A	Description :	N/A
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <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 classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <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>1,566,228,000</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>1,566,228,000</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

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) 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>	NIL	20,456,000
<p>2. The Company has entered into the Memorandum of Understanding with the Vendor on 24 July 2014 in relation to the Possible Acquisition, the consideration of which may be satisfied by a combination of cash, promissory notes, Shares and/or convertible securities. For details, please refer to the Company's announcements dated 24 July 2014 and 22 September 2014.</p> <p>( / / )</p> <p>Ordinary shares (<i>Note 1</i>)</p>	NIL	NIL
<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 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					
1. Rights issue	At price :	State currency	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A
2. Open offer	At price :	State currency	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A
3. Placing	At price :	State currency	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A
4. Bonus issue			Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )	
				EGM approval date: ( / / ) (dd/mm/yyyy)	
					N/A N/A
6.	Repurchase of shares		Class of shares _____ repurchased (Note 1)	( / / )	
				Cancellation date : (dd/mm/yyyy)	
				AGM approval date: ( / / ) (dd/mm/yyyy)	
					N/A N/A
7.	Redemption of shares		Class of shares _____ redeemed (Note 1)		
				Redemption date : ( / / ) (dd/mm/yyyy)	
				EGM approval date: ( / / ) (dd/mm/yyyy)	
					N/A N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )	
				EGM approval date: ( / / ) (dd/mm/yyyy)	
					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			
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	_____ N/A
10. Other (Please specify)	At price : State currency _____  Class of shares issuable _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy)  AGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	_____ N/A
Total E.		(Ordinary shares) _____ (Preference shares) _____ (Other class) _____	N/A N/A 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
<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

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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.*