



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/08/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sinoref Holdings LimitedDate Submitted 02/09/2015**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>2,049,228,000</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>2,049,228,000</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.Share Option   | Nil                       | Nil       | Nil                        | Nil    | Nil  | 120,000,000   |
| Scheme adopted on 7 June 2010  |                           |           |                            |        |  |   |
| Exercise Price: HK\$0.320  |                           |           |                            |        |  |   |
| (07/06/2010)   |                           |           |                            |        |  |   |
| Ordinary shares  |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
| 2. N/A   |                           |           |                            |        |  |   |
| ( / / )  |                           |           |                            |        |  |   |
| shares   |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
| 3. N/A   |                           |           |                            |        |  |   |
| ( / / )  |                           |           |                            |        |  |   |
| shares   |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | Nil  |   |
|  |                           |           | (Preference shares)        |        | N/A  |   |
|  |                           |           | (Other class)              |        | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           | Nil                        |        |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| 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 |
|---|------------------------------|--|---|
| 1. On 15 May 2015, the Company entered into the Agreement with the Vendors, pursuant to which the Company has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares, representing the entire issued share capital of the Target Company, at the Consideration of HK\$380,000,000, which will be satisfied partly by the issue of a maximum of 520,000,000 Consideration Shares at the Issue Price of HK\$0.32 each and partly by the issue of Promissory Note for a principal amount of HK\$213,600,000. For details, please refer to the Company's announcement dated 15 May 2015. |                              |  |   |
|   | (Subject to approval of EGM) |  |   |
|   | Ordinary shares (Note 1)     | NIL  | NIL   |
|   |                              |  |   |
| 2. N/A  |                              |  |   |
|   |                              |  |   |
|   | ( / / )                      |  |   |
|   | shares (Note 1)              |  |   |
| 3. N/A  |                              |  |   |
|   |                              |  |   |
|   | ( / / )                      |  |   |
|   | shares (Note 1)              |  |   |
| Total D. (Ordinary shares)  |                              | NIL  |   |
| (Preference shares)   |                              | N/A  |   |
| (Other class)   |                              | N/A  |   |

## Other Movements in Issued Share Capital

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

## 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 |
|-------------------------|---------------------------------|---|--|---|
| 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) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
| 6. Repurchase of shares |                                 | Class of shares repurchased _____<br><i>(Note 1)</i> ( / / )<br>Cancellation date : (dd/mm/yyyy)<br>AGM approval date: (dd/mm/yyyy) ( / / )     | <u>N/A</u>   | <u>N/A</u>  |
| 7. Redemption of shares |                                 | Class of shares redeemed _____<br><i>(Note 1)</i><br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | <u>N/A</u>   | <u>N/A</u>  |
| 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) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |

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  | <p>Class of shares issuable _____<br/>(Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>  | N/A  | N/A   |
| 10. Other (Please specify) | <p>At price : State currency _____</p> <p>Class of shares issuable _____<br/>(Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>AGM approval date: (dd/mm/yyyy) ( / / )</p> | 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):

N/A

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.*