



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Conch Venture Holdings Limited

Date Submitted 4 February 2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 586 Description : Ordinary Shares

|                                     | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| Balance at close of preceding month | <u>15,000,000,000</u>  | <u>0.01</u>      | <u>150,000,000.00</u>           |
| Increase/(decrease)                 | <u>0</u>               |                  | <u>0</u>                        |
| Balance at close of the month       | <u>15,000,000,000</u>  | <u>0.01</u>      | <u>150,000,000.00</u>           |

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

|                                     | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|----------------------------|-------------------------------------------|
| Balance at close of preceding month | _____                  | _____                      | _____                                     |
| Increase/(decrease)                 | _____                  |                            | _____                                     |
| Balance at close of the month       | _____                  | _____                      | _____                                     |

## 2. Preference Shares

|                                     |            |                          |                                        |                                                       |
|-------------------------------------|------------|--------------------------|----------------------------------------|-------------------------------------------------------|
| Stock code :                        | <u>N/A</u> | Description :            | _____                                  |                                                       |
|                                     |            | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share 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 :                        | <u>N/A</u> | Description :                  | _____                                  |                                                       |
|                                     |            | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share 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 (*HK\$*) : 150,000,000.00

## 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>1,804,750,000</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>0</u>               | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>1,804,750,000</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     |                                                                      |                                                                                           |
| <u>1.Share option scheme adopted by a resolution in writing passed by shareholders (03 /12 /2013 )</u>   |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>Ordinary shares</u>                                                                                   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                        | <u>Nil</u> | <u>Nil</u>                                                           | <u>Nil</u>                                                                                |
| <i>(Note 1)</i>                                                                                          |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>2. N/A</u>                                                                                            |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            |                           |            |                                   |            |                                                                      |                                                                                           |
| <i>(Note 1)</i>                                                                                          |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>3. N/A</u>                                                                                            |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |            |                                   |            |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            |                           |            |                                   |            |                                                                      |                                                                                           |
| <i>(Note 1)</i>                                                                                          |                           |            |                                   |            |                                                                      |                                                                                           |
|                                                                                                          |                           |            | <u>Total A. (Ordinary shares)</u> | <u>Nil</u> |                                                                      |                                                                                           |
|                                                                                                          |                           |            | <u>(Preference shares)</u>        | <u>N/A</u> |                                                                      |                                                                                           |
|                                                                                                          |                           |            | <u>(Other class)</u>              | <u>N/A</u> |                                                                      |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            |                           |            | <u>Nil</u>                        |            |                                                                      |                                                                                           |

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

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>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<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )                                         |                                  |                                           |                                                                                        |                                                                                                                |
| 2. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )                                         |                                  |                                           |                                                                                        |                                                                                                                |
| 3. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )                                         |                                  |                                           |                                                                                        |                                                                                                                |
| 4. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )                                                  |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(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. N/A<br><br><br><br><br>( / / )<br>shares (Note 1)                                                    |                                                                      |                                                                                           |
| 2. N/A<br><br><br><br><br>( / / )<br>shares (Note 1)                                                    |                                                                      |                                                                                           |
| 3. N/A<br><br><br><br><br>( / / )<br>shares (Note 1)                                                    |                                                                      |                                                                                           |
| Total D. (Ordinary shares)                                                                              | N/A                                                                  |                                                                                           |
| (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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | N/A                                                                  | N/A                                                                                       |
| 2.            | Open offer   | 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) _____ | N/A                                                                  | N/A                                                                                       |
| 3.            | Placing      | 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) _____ | 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) _____ | 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 at close of the month |              |
|---------------|----------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>N/A                                                                              | _____<br>N/A |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased (Note 1) _____<br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | _____<br>N/A                                                                              | _____<br>N/A |
| 7.            | Redemption of shares |                                 | Class of shares redeemed (Note 1) _____<br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | _____<br>N/A                                                                              | _____<br>N/A |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                                    | ( / / )<br>( / / )                                                                         | <u>N/A</u><br><u>N/A</u>                                                                  |
| 10. Other (Please specify) | At price : State currency _____<br>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>( / / )                                                                         | <u>N/A</u><br><u>N/A</u>                                                                  |
| Total E.                   |                                                                                                                                                                    | (Ordinary shares) <u>N/A</u><br>(Preference shares) <u>N/A</u><br>(Other class) <u>N/A</u> |                                                                                           |

|                                                                                                                         |                |
|-------------------------------------------------------------------------------------------------------------------------|----------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) <u>Nil</u> |
|                                                                                                                         | (2) <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | <u>N/A</u>     |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | <u>N/A</u>     |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |                |

Remarks (if any):

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Submitted by:                     Shu Mao                    

Title:                     Joint Company Secretary                      
(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.*