



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer K. Wah International Holdings Limited

Date Submitted 02/04/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 173 Description : K. WAH INT'L

| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| Balance at close of preceding month | <u>5,000,000,000</u> | <u>0.10</u> | <u>500,000,000.00</u> |
| Increase/(decrease) | <u>0</u> | | <u>0</u> |
| Balance at close of the month | <u>5,000,000,000</u> | <u>0.10</u> | <u>500,000,000.00</u> |

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

| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| 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 (HK\$) | Authorised share capital (HK\$) |
| 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 (HK\$) | Authorised share capital (HK\$) |
| 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\$) : **500,000,000.00**

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>2,576,902,149</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>2,576,902,149</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 | | | | | |
| Scheme | | | | | | |
| (30/05/2002) | | | | | | |
| Ordinary shares | | | | | | |
| 1.1 exercise price | | | | | | |
| at HK\$4.636 per share | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>8,698,000</u> |
| 1.2 exercise price | | | | | | |
| at HK\$3.882 per share | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>3,375,000</u> |
| 1.3 exercise price | | | | | | |
| at HK\$0.938 per share | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>11,864,650</u> |
| <i>(Note 1)</i> | | | | | | |
| 2. Share Option Scheme | | | | | | |
| (20/06/2011) | | | | | | |
| Ordinary Shares | | | | | | |
| 2.1 exercise price | | | | | | |
| at HK\$2.120 per share | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>17,264,000</u> |
| <i>(Note 1)</i> | | | | | | |
| 3. | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| Total A. (Ordinary shares) | | | | | <u>0</u> | |
| (Preference shares) | | | | | <u>N/A</u> | |
| (Other class) | | | | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (HK\$) | | | | | <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. <u>N/A</u> | | | | | | |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ | | | | | | |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 3. _____ | | | | | | |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 4. _____ | | | | | | |
| (/ /) 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) _____ | 0 |
| | | | | | (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. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. | | | | | | |
| 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) | 0 | |
| | | | | (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 (/ /) shares (<i>Note 1</i>) | | |
| 2. (/ /) shares (<i>Note 1</i>) | | |
| 3. (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) | 0 | |
| (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 <u> N/A </u> <i>(Note 1)</i> Issue and allotment date : (/ /) EGM approval date: (/ /) | _____ | _____ |
| 2. | Open offer | At price : | State currency _____ | Class of shares issuable <u> N/A </u> <i>(Note 1)</i> Issue and allotment date : (/ /) EGM approval date: (/ /) | _____ | _____ |
| 3. | Placing | At price : | State currency _____ | Class of shares issuable <u> N/A </u> <i>(Note 1)</i> Issue and allotment date : (/ /) EGM approval date: (/ /) | _____ | _____ |
| 4. | Bonus issue | | | Class of shares issuable <u> N/A </u> <i>(Note 1)</i> Issue and allotment date : (/ /) EGM approval date: (/ /) | _____ | _____ |

| | | | | 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) _____ <u>N/A</u> | |
| | | | | Issue and allotment date : (/ /) (dd/mm/yyyy) | |
| | | | | AGM approval date: (/ /) (dd/mm/yyyy) | |
| 6. | Repurchase of shares | | | Class of shares repurchased (Note 1) _____ <u>N/A</u> | |
| | | | | Cancellation date : (/ /) (dd/mm/yyyy) | |
| | | | | EGM approval date: (/ /) (dd/mm/yyyy) | |
| 7. | Redemption of shares | | | Class of shares redeemed (Note 1) _____ <u>N/A</u> | |
| | | | | Redemption date : (/ /) (dd/mm/yyyy) | |
| | | | | EGM approval date: (/ /) (dd/mm/yyyy) | |
| 8. | Consideration issue | At price : | State currency _____ | Class of shares issuable (Note 1) _____ <u>N/A</u> | |
| | | | | Issue and allotment date : (/ /) (dd/mm/yyyy) | |
| | | | | EGM approval date: (/ /) (dd/mm/yyyy) | |

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 <u>N/A</u> (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p> | | |
| 10. Other (Please specify) | <p>At price : State currency _____</p> <p>Class of shares issuable <u>N/A</u> (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p> | | |
| | | Total E. (Ordinary shares) | <u>0</u> |
| | | (Preference shares) | <u>N/A</u> |
| | | (Other class) | <u>N/A</u> |

| | | |
|---|-----|------------|
| Total increase /(decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>0</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):

Submitted by: **Lee Wai Kwan, Cecilia**

Title: **Company Secretary** _____
(Director, Secretary or other duly authorised officer)

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.*