

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 | UDL Holdings Limited |
|----------------|----------------------|
| Date Submitted | 06/01/2015 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>620</u> Descrip | otion : | UDL Ho | ldings | |
|-------------------------------------|------------------------|----------------------------------|---|--|
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) | |
| Balance at close of preceding month | 480,000,000 | 0.50 | 240,000,000.00 | |
| Increase/(decrease) | Nil | | Nil | |
| Balance at close of the month | 480,000,000 | 0.50 | 240,000,000.00 | |
| (2) Stock code : <u>N/A</u> Descrip | otion : | N/A | | |
| | 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 : | N/A | Description : | ption : | | A |
|---------------------|-------------|--------------------|---------|----------------------------------|---|
| | | No. of pro shar | | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | preceding r | nonth | | | |
| Increase/(decrease) | | | | | |
| | | | | | |
| Balance at close of | the month | | | | |

3. Other Classes of Shares

| Stock code : <u>N/A</u> Descrip | | Description : | N | /A |
|---------------------------------|-------------|------------------------|----|---|
| | | No. of of classes of s | (~ | Authorised share capital (State currency) |
| Balance at close of | preceding 1 | month | | |
| Increase/(decrease) | | | | |
| Balance at close of | the month | | | |

Total authorised share capital at the end of the month (HK\$): 240,000,000.00

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other classes | | |
|--|--------------|------------|------------------|----------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 275,115,408 | N/A | N/A | N/A | | |
| Increase/ (decrease) during the month | N/A | N/A | N/A | N/A | | |
| Balance at close of the month | 275,115,408 | N/A | N/A | N/A | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including AGM approval date | | Movement durir | ng 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 | |
|---|---------------|------------------|---------------|---|--|--------------------|
| (dd/mm/yyyy) and class of shares issuable | Granted | Exercised | Cancelled | Lapsed | | close of the month |
| 1.Share Option | | | | | | |
| Scheme - | | | | | | |
| Exercise Price of | | | | | | |
| HK\$2.02 | | | | | | |
| (31/12/2002) | | | | | | 20,6,000 |
| Ordinary shares | N/A | N/A | N/A | N/A | N/A | 396,000 |
| (Note 1) | | | | | | |
| 2. Share Option | | | | | | |
| Scheme | | | | | | |
| Exercise Price of | | | | | | |
| HK\$0.62 | | | | | | |
| (06/12/2012) | | | | | | |
| Ordinary shares | N/A | N/A | N/A | N/A | N/A | 5,760,000 |
| (Note 1) | | | | | | |
| 3.Share Option | | | | | | |
| Scheme | | | | | | |
| Exercise Price of | | | | | | |
| HK\$0.798 | | | | | | |
| (06/12/2012) | | | | | | |
| Ordinary shares | N/A | N/A | N/A | N/A | N/A | 2,751,154 |
| (Note 1) | | | | | | |
| | | Tot | tal A. (Ordin | • | N/A | |
| | | | | nce shares) | N/A | |
| | | | (0 | Other class) | N/A | |
| Total funds raised dur options (HK\$) | ing the month | from exercise of | 2 | N/A | | |
| SPHONE (III) | | | | 1 1/ 2 1 | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal | | du | xercised uring 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 |
|---|------------------------|---|----------|--------------------------------|---|--|--|
| <u>1. N/A</u> | | | | | | | |
| | | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ / |) | | | | | |
| 2. | | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) 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 (Note 1) | | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ / |) | | | | | |
| | | | Total B. | | nary shares) | N/A | |
| | | | | | ence shares) Other class) | N/A N/A | |
| | | | | C | <u> </u> | 11/17 | |

| | | For Main Board and GEM listed issuers | | | | | |
|--|-------------|--|--|--|--|--|--|
| Convertibles (i.e. Convertible in Convertibles Convertibles Convertibles Class and description | | Amount at close of preceding month | be Listed) 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 | 0 | | | | | | |
| Stock code (if listed) | | | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | | | |
| (if applicable) (dd/mm/yyyy)) | (/ /) | | | | | | |
| 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) | (/ /) | , | | nary shares) ence shares) Other class) | N/A N/A N/A | - | |

| 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. <u>N/A</u> | | |
| | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| 2. | | |
| 2 | | |
| | | |
| | | |
| | | |
| 3 | | |
| | | |
| | | |
| shares (Note 1) | | |
| Total D. (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)

Other Movements in Issued Share Capital

| Type of Issue month 1. Rights issue At price : State currency Class of shares issuable (// /) 1. Rights issue At price : State currency Issue and allotment date : (/ / /) 2. Open offer At price : State currency Issue and allotment date : (/ / /) 2. Open offer At price : State currency Issue and allotment date : (/ / /) 3. Plucing At price : State currency Class of shares issuable (// / /) 3. Plucing At price : State currency Issue and allotment date : (/ / /) 4. Bonus issue Class of shares issuable (// / /) N/A V/A N/A N/A | | n 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 |
|---|-----------------|------------------------|--|-------|---|---|---|
| 1. Rights issue At price : $\frac{State}{currency}$ Issue and allotment date : $\binom{//}{}$ Issue and allotment date : $\binom{//}{}$ N/A N/A Issue and al | Type of Issue | | Class of shares issuable | | | | montin |
| 1. Nguistissue At price : currency (dd/mm/yyyy) EGM approval date: $(///)$ (dd/mm/yyyy) N/A N/A 2. Open offer At price : State currency Issue and allotment date : $(///)$ N/A 2. Open offer At price : State currency Issue and allotment date : $(///)$ N/A N/A 3. Placing At price : State currency Class of shares issuable (More 1) N/A N/A 3. Placing At price : State currency EGM approval date: $(///)$ N/A N/A 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment date : $(///)$ N/A N/A 4. Bonus issue Class of shares issuable (More 1) Issue and allotment date : $(///)$ Issue and allotment date : $(///)$ N/A N/A | | | | | | | |
| $\frac{(dd'nm'yyyy)}{(dd'nm'yyyy)} = \frac{N/A - N/A}{N/A}$ 2. Open offer At price: $\frac{State}{currency}$ Class of shares issuable | 1. Rights issue | At price : State | | (/ / |) | | |
| 2. Open offer At price: State currency Class of shares issuable (Note 1) | | | | (/ / |) | N/A | N/A |
| 2. Open offer At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment date : $\binom{//}{}$ Bonus issue At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment date : $\binom{//}{}$ 3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Class of shares issuable (///) Issue and allotment date : $\binom{//}{}$ N/A N/A N/A At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment date : $\binom{//}{}$ Glass of shares issuable (///) Issue and allotment date : $\binom{//}{}$ M/A N/A N/A N/A N/A N/A N/A N/A N/A N/A | | | | | | N/A | |
| 2. Open one in the formation of the second state is the second st | | | | | | | |
| 3. Placing At price : State $(Note 1)$ But approval date: $(///)$ (M/A) N/A N/A Class of shares issuable (Note 1) EGM approval date: $(///)$ (d/mm/yyyy) EGM approval date: $(///)$ (M/A) N/A N/A Class of shares issuable (Note 1) Issue and allotment date : $(///)$ (M/A) N/A | 2. Open offer | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| 3. Placing At price : State currency Issue and allotment date : $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ N/A (dd/mm/yyyy) N/A N/A 4. Bonus issue Issue and allotment date : $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ Issue and allotment date : $(//)$ N/A EGM approval date: $(//)$ Issue and allotment date : $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ Issue and allotment date : $(//)$ Issue and allotment date : $(//)$ | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | NT/ A | |
| 3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment date : $(/ /)$ (dd/mm/yyyy) EGM approval date: $(/ /)$ (dd/mm/yyyy) N/A N/A N/A 4. Bonus issue Issue and allotment date : $(/ /)$ </td <td></td> <td></td> <td></td> <td></td> <td></td> <td>N/A</td> <td>N/A</td> | | | | | | N/A | N/A |
| 4. Bonus issue Class of shares issuable (dd/mm/yyyy) Class of shares issuable (Note 1) Lissue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | | | | _ | | |
| Image: Solve dipployed date: N/A N/A N/A N/A N/A N/A N/A N/A Image: Solve date: (///) (///) Image: Solve date: (///) (///) EGM approval date: (///) (///) Image: Solve date: (///) (///) Image: Solve date: (///) (///) | 3. Placing | At price : State | _ Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| Class of shares issuable | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| 4. Bonus issue (Note 1) 4. Bonus issue Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | | | | | <u>N/A</u> | N/A |
| EGM approval date: (/ /) (dd/mm/yyyy) | | | | | | | |
| (dd/mm/yyyy) | 4. Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| <u> </u> | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | <u>N/A</u> | N/A |

For Main Board and GEM listed issuers

| | T | 1011 | | | d GEM listed issuers No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of |
|----|---|--|-------|-----|---|----------------------|
| | Type of Issue | | | | | monun |
| | Stata | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : | | | | |
| 5. | Scrip dividend At price : State currency | Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | | /) | N/A | N/A |
| | | Class of shares repurchased (<i>Note 1</i>) | | | | |
| 6. | Repurchase of shares | Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | | /) | | |
| | | | | | <u>N/A</u> | N/A |
| | | Class of shares redeemed (Note 1) | | | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (/) | /) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ , | /) | N/A | N/A |
| | | Class of shares issuable (Note 1) | | | | |
| 8. | Consideration issue At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ . | /) | | |
| | | 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 |
| 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 | 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) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| | | | Total E. (Ordinary shares (Preference shares (Other class | s) N/A | |

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

| Submitted by: Yuen Wing Yan Winnie |
|--|
| Title: <u>Company Secretary</u> |
| (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.