



香港交易所

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

For the month ended (dd/mm/yyyy) : 30/9/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Tianyi Holdings Limited  
 Date Submitted 04/10/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|  |                           |  |  |
|--|---------------------------|--|--|
| (1) Stock code : <u>00756</u> Description : <u>Ordinary Shares</u> |                           |  |  |
|  | No. of ordinary<br>shares | Par value<br>(HKD)                         | Authorised share<br>capital<br>(HKD)                         |
| Balance at close of preceding month                                | <u>3,000,000,000</u>      | <u>0.01</u>                                | <u>30,000,000</u>  |
| Increase/(decrease)  | <u>Nil</u>                |  | <u>Nil</u>   |
| Balance at close of the month                                      | <u>3,000,000,000</u>      | <u>0.01</u>                                | <u>30,000,000</u>  |
| (2) Stock code : <u>N/A</u> Description : <u>N/A</u>               |                           |  |  |
|  | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State<br/>currency</i> ) |
| Balance at close of preceding month                                | <u>N/A</u>                | <u>N/A</u>                                 | <u>N/A</u>   |
| Increase/(decrease)  | <u>N/A</u>                |  | <u>N/A</u>   |
| Balance at close of the month                                      | <u>N/A</u>                | <u>N/A</u>                                 | <u>N/A</u>   |



## 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>1,232,572,727</u>   | <u>Nil</u> | <u>Nil</u>              | <u>Nil</u>                     |
| Increase/ (decrease) during the month | <u>Nil</u>             | <u>Nil</u> | <u>Nil</u>              | <u>Nil</u>                     |
| Balance at close of the month         | <u>1,232,572,727</u>   | <u>Nil</u> | <u>Nil</u>              | <u>Nil</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. Ordinary Shares</u>  |                           |            |            |            |  |   |
| <u>Exercise price</u>  |                           |            |            |            |  |   |
| <u>HK\$0.75</u>  |                           |            |            |            |  |   |
| <u>(adopted on 07/06/2008)</u>   |                           |            |            |            |  |   |
| <u>Ordinary shares</u>   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>   | <u>11,400,000</u>   |
| <i>(Note 1)</i>  |                           |            |            |            |  |   |
| <u>2. Ordinary Shares</u>  |                           |            |            |            |  |   |
| <u>Exercise price</u>  |                           |            |            |            |  |   |
| <u>HK\$0.90</u>  |                           |            |            |            |  |   |
| <u>(adopted on 07/06/2008)</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>  |                           |            |            |            |  |   |

## Share Options (under Share Option Schemes of the Issuer) (continued)

| 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 |  |   |
| 3. Ordinary Shares<br>Exercise price<br>HK\$1.15<br>(adopted on 07/06/2008 and refreshed on 05/11/2012)<br>Ordinary shares             | Nil                       | Nil       | Nil                        | Nil    | Nil  | 44,400,000  |
| 4. Ordinary Shares<br>Exercise price<br>HK\$1.03<br>(adopted on 07/06/2008 and refreshed on 05/11/2012)<br>Ordinary shares<br>(Note 1) | Nil                       | Nil       | Nil                        | Nil    | Nil  | 54,000,000  |
|  |                           |           | Total A. (Ordinary shares) |        | Nil  |   |
|  |                           |           | (Preference shares)        |        | Nil  |   |
|  |                           |           | (Other class)              |        | Nil  |   |
| Total funds raised during the month from exercise of options (HKD)   |                           |           |                            | Nil    |  |   |

## 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.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| 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.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| 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.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| 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)                               |                                 |   |                                  |   | Nil  |  |
| (Preference shares)                                      |                                 |   |                                  |   | Nil  |  |
| (Other class)  |                                 |   |                                  |   | Nil  |  |

## 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. Convertible Bonds                           | HK\$                           | 232,800,000                        | Nil                        | 232,800,000                  | Nil  | 123,174,603   |
| Stock code (if listed)                         | N/A                            |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary shares                |                                    |                            |                              |  |   |
| Subscription price                             | HK\$1.89                       |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | N/A                            |                                    |                            |                              |  |   |
| 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)                     |                                |                                    |                            |                              | Nil  |   |
| (Preference shares)                            |                                |                                    |                            |                              | Nil  |   |
| (Other class)                                  |                                |                                    |                            |                              | Nil  |   |

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. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  | Nil  |   |
| (Preference shares)   | Nil  |   |
| (Other class)   | Nil  |   |

## Other Movements in Issued Share Capital

| Other Movements in Issued Share Capital |                                 |  |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------------------------|--|---|--|---|
| Type of Issue                           |                                 |  |   |  |   |
| 1. Rights issue                         | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|   |                                 |  | EGM approval date: (dd/mm/yyyy)         | ( / / )  |   |
| 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)         | ( / / )  |   |
| 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)         | ( / / )  |   |
| 4. Bonus issue                          |                                 | Class of shares issuable _____<br>(Note 1) | 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 |
|---------------|--|--|---|
| 5.            | Scrip dividend<br>At price : State currency _____      | <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> | _____   |
| 6.            | Repurchase of shares                                   | <p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : ( dd/mm/yyyy )</p> <p>EGM approval date: ( dd/mm/yyyy )</p>         | _____   |
| 7.            | Redemption of shares                                   | <p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : ( dd/mm/yyyy )</p> <p>EGM approval date: ( dd/mm/yyyy )</p>              | _____   |
| 8.            | Consideration issue<br>At price : State currency _____ | <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> | _____   |

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)                                    | _____  | _____   |
| 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) | _____  | _____   |
| Total E.                   |  | (Ordinary shares) Nil  | (Preference shares) Nil   |
|                            |  | (Other class) Nil  |   |

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

