

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):		28/02/2014				
To: Hong Kong Exchanges and Clearing	g Limited					
Name of Issuer China Tianyi Holdings Limited						
Date Submitted	0	5/03/2014				
I. Movements in Authorised Share Capit	tal					
1. Ordinary Shares						
(1) Stock code : 00756 Descrip	otion:	Ordinary	Shares			
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)			
Balance at close of preceding month	3,000,000,000	0.01	30,000,000			
Increase/(decrease)	Nil		Nil			
Balance at close of the month	3,000,000,000	0.01	30,000,000			
(2) Stock code : N/A Descrip	otion :	N/A	Α			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding month	N/A	N/A	N/A			
Increase/(decrease)	N/A		N/A			
Balance at close of the month	N/A	N/A	N/A			

2.	Dre	af a	rar	000	CI	or	30
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Stock code : N/A Descr	iption:	N/A	Λ
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A
3. Other Classes of Shares  Stock code: N/A Descr	iption :	N/A	Λ
Stock code : N/A Descr	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	No. of other	Par value (State	Authorised share capital

## II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,232,572,727	Nil	Nil	Nil
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	1,232,572,727	Nil	Nil	Nil

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Share Option	Schemes of the	188uc1)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -					=	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Ordinary						
Shares						
Exercise price						
HK\$0.75						
(adopted on						
07/06/2008)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	11,400,000
(Note 1)						'
2. Ordinary						
Shares						
Exercise price						
HK\$0.90						
(adopted on						
07/06/2008)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						

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

Share Options (under	Share Option	Schemes of the	Issuer) (continu	ued)		
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and						
class of shares	C . 1	E : 1	C 11 1	T 1		
issuable	Granted	Exercised	Cancelled	Lapsed		
3. Ordinary						
Shares						
Exercise price						
HK\$1.15						
(adopted on						
07/06/2008 and						
refreshed on						
05/11/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
4. Ordinary						
Shares						
Exercise price						
HK\$1.03						
(adopted on						
07/06/2008 and						
refreshed on						
05/11/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	54,000,000
( <i>Note 1</i> )						
		To	otal A. (Ordin	nary shares)	Nil	
			*	ence shares)	Nil	
			*	Other class)	Nil	
Total funds raised dur	ring the month	from exercise of			<u> </u>	
options (HKD)	ing the month	Trom exercise (	/1	Nil		
options (TIND)			-	1 111		

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of Nominal value at nominal close of value 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
	•				
( / / ) 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 (Note 1)					
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)	( / / )	-			
	Tota	(Prefer	rence shares)(Other class)	Nil Nil Nil	- - -

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Stock code (if listed)	Class and description		Amount at close of preceding 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
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  N/A  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 (Note 1) 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)  4.  Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  1.  Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  Nil  Total C. (Ordinary shares) Nil (Preference shares) Nil						Nil	123,174,603
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 (Note 1) 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)  4.  Total C. (Ordinary shares) Nil (Preference shares) Nil	Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	N/A Ordinary share HK\$1.89					
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 (Note 1) 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)  4.  Total C. (Ordinary shares) Nil (Preference shares) Nil							
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 (Note 1) 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)  4.  Total C. (Ordinary shares) Nil (Preference shares) Nil							
Class of shares issuable (Note 1) 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 C. (Ordinary shares) Nil	Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Class of shares issuable (Note 1) 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 C. (Ordinary shares) Nil							
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  Total C. (Ordinary shares) Nil (Preference shares) Nil	Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  Total C. (Ordinary shares) Nil (Preference shares) Nil							
(Preference shares) Nil	Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)	( / / )		Tatal C. (O. "		NU	
							-
(Outer class)1111					Other class)	Nil	_

For Main Board and GEM listed issuers
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 21 February 2014, the Company entered into a subscription agreement (the "Subscription Agreement") with the Subscriber, pursuant to which the Company has conditionally agreed to allot and issue, and the subscriber has conditionally agreed to subscribe 103,888,000 subscription shares at the subscription price of HK\$1.12 per subscription share to be satisfied in cash. For details of the Subscription Agreement, please refer to the announcement of the Company dated 24 February 2014.		
shares (Note 1)	Nil	Nil
2		
( / / )		
shares (Note 1)		
3.		
shares (Note 1)		
T (1D (0 l' 1 )		
Total D. (Ordinary shares) (Preference shares)	Nil	
(Other class)	Nil	
(Other class)	Nil	

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable \_ (Note 1) (///)At price : State currency Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (///)EGM approval date: (dd/mm/yyyy) Class of shares issuable \_\_\_ (Note 1) (///)At price : State currency Issue and allotment 2. Open offer date: (dd/mm/yyyy) (///)EGM approval date: (dd/mm/yyyy) Class of shares issuable \_ (Note 1) (///)At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) ( / / )EGM approval date: (dd/mm/yyyy) Class of shares issuable \_ (Note 1) (///)Issue and allotment 4. Bonus issue date: (dd/mm/yyyy) (///)EGM approval date: (dd/mm/yyyy)

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	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
			Class of shares issuable (Note 1)	_				
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
			Class of shares repurchased (Note 1)	_				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
			Class of shares redeemed (Note 1)	_				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
			Class of shares issuable (Note 1)	_				
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
								· · · · · · · · · · · · · · · · · · ·

			For Main	Board	and GEM lis	ted 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
		Class of shares issuable (Note 1)	·			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable	·			
		(Note 1)				
10.	Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Total E. (	Ordinary s	horac	) Nil	
			reference s		<u></u>	:
		<b>,</b>	(Other			•
Т	otal increase / (decrease) in ordinary shares during th	ne month (i.e. Total of A to	E):	(1	)	NI:1
'	and the state of t		<i>2</i> ).	`	´ <del></del>	Nil
				(2		Nil
T	otal 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		

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):
Submitted by: Sin Ke
Title: Director (Director, Secretary or other duly authorised officer)
(Sheetol, Secretary of order duly dumonsed 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.