

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

	For the month ended (dd/mm/yyyy) :	30 / 06 / 2009	
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Benefun International Holdings Limited
Date Submitted	3/ 07 / 2009

#### I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>1130</u> Descrij	ption :		
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	10,000,000,000	\$0.01	\$100,000,000
Increase/(decrease)	Nil	Nil	Nil
Balance at close of the month	10,000,000,000	\$0.01	\$100,000,000
(2) Stock code :Descrip	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		
Increase/(decrease)			
Balance at close of the month			

# 2. Preference Shares

Stock code :Descr	ription :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		
Increase/(decrease)			
Balance at close of the month	. <u> </u>		

#### 3. Other Classes of Shares

Stock code :Description :					
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month	N/A				
Increase/(decrease)					
Balance at close of the month					

Total authorised share capital at the end of the month (*State* HK\$100,000,000 *currency*) :

### II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	6,224,379,000	N/A	N/A	N/A
Increase/ (decrease) during the month	16,000,000	N/A	N/A	N/A
Balance at close of the month	6,240,379,000	N/A	N/A	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

Particulars of share	Share option	Schemes of the l			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 durin	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and - class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Employee	Granicu	LACICISCU	Cancented	Lapsed		
share option						
scheme						
Granted on						
25/01/2008						
Exercise price:						
HK\$0.0804						
<u> </u>						
(16/12/2005)						
ordinary shares	Nil	16,000,000	Nil	Nil	16,000,000	NIL
(Note 1)						
2. N/A						
( / / )						
shares						
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)						
		То	tal A. (Ordir			
				ence shares)		
			(0	Other class)	N/A	
Total funds raised due		n from exercise of				
options (State current	cy)		1,286,400	)		

Description of warrants (Date of expiry - dd/mm/yyyy)	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
<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)	( / / )				
<u>2. 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)	( / / )				
<u>3. 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)	( / / )				
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	(Prefere	nary shares) <u>Nil</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

Class and description	Currency of amount outstandi ng	Amount at close of preceding month	f 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 notes	Nil	HK\$130,000,000	Nil	HK\$130,000,000	Nil	2,031,250,000
Stock code (if listed)	N/A					
Class of shares	IN/A					
issuable (Note 1)	Ordinary s					
Subscription price	HK\$0.064					
EGM approval date (if applicable)						
(dd/mm/yyyy))	(20/10/20	008)				
2. N/A						
Stock code (if listed)			·			
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
3. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
4. N/A	. <u> </u>	,				
						. <u> </u>
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price	·					
EGM approval date						
(if applicable) (dd/mm/yyyy)	(	)				
(uu/IIIII/yyyy)	( / /	)	Total C. (Ordin	nary shares) Nil		
			(Prefere	ence shares) N/A		_
			(	Other class) 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
( / / ) 		
2		
(///)   shares (Note 1)   Total D. (Ordinary shares)   (Preference shares)   (Other class)	Nil N/A N/A	
(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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

	Type of Issue	F	For Main	Boai	d and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
5.	Scrip dividend At price : State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	
6.	Repurchase of shares	Class of shares repurchased ( <i>Note 1</i> ) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	
7.	Redemption of shares	Class of shares redeemed ( <i>Note 1</i> ) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	
8.	Consideration issue 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	

			Fc	or Main Boar	d and GEM lis	sted 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 ( <i>Note 1</i> )			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
					<u>N/A</u>	
			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)	( / / )	N/A	
			Total E. (Or (Pref	rdinary share ference share (Other clas	es) N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	16,000,000		
	(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)	):
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Submitted by: Lo King Fat, Lawrence
Title: 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.