

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	Clearing	Limited			
Name of Issuer Date Submitted Benefun International Holdings Limited 5 / 11 / 2009					
I. Movements in Authorised Share	e Capita	al			
1. Ordinary Shares					
(1) Stock code : <u>1130</u> I	Descrip	tion:			
		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 :I	Descrip	tion:			
		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					

31 / 10 / 2009

2. Preference Shares

Stock code :Descri	iption:		
	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			
3. Other Classes of Shares			
Stock code :Descri	iption:		
	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	d of the month (State	HK\$10	00,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	6,240,379,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A		
Balance at close of the month	6,240,379,000	N/A	N/A	N/A		

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	Issuer)			
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		Wo vement dan	ing the month		-	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share				•		
Option Scheme						
granted on						
25/01/2008						
Exercise price:						
HK\$0.0804						
(16/12/2005)						
ordinary shares	Nil	Nil	Nil	Nil	Nil	NIL
(Note 1)						
2. Share						
Option Scheme						
granted on						
07/08/2009						
Exercise price:						
HK\$0.117						
(16/12/2005)						
ordinary shares	Nil	Nil	Nil	Nil	Nil	547,860,000
(Note 1)						
3. N/A						
shares						
						-
(Note 1)			. 1 4 (0.1)		3 Y'1	
		10	otal A. (Ordin			
			·	nce shares)		
			(0	Other class)	N/A	
Total funds raised dur	ing the month	from exercise o	f			
options (State currenc	y)		N/A			

Warrants to Issue Shares of the Is	suer which are to be	Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nor nominal value pred	ninal value at close of ceding 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. N/A	_					
	_					
	-					
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
2. N/A	_	,				
	-					
						<u> </u>
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>	,				
	_					
	- ————————————————————————————————————					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price		<u> </u>				
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
(00/11111/9999)	(/ /	<i>'</i>				
		Total		nary shares) <u>Nil</u>		
				ence shares) N/A		.
			(Other class) N/A	<u> </u>	-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issuer issued which may be issued pursuant Currency during the thereto as at of month amount pursuant close of the outstandi Amount at close of Converted during Amount at close of thereto month Class and description ng preceding month the month the month 1. Convertible notes 2,031,250,000 Nil HK\$130,000,000 Nil HK\$130,000,000 Nil Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary shares Subscription price HK\$0.064 EGM approval date (if applicable) (dd/mm/yyyy)) (20/10/2008)N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A ____ Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) N/A 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 (Preference shares) $\overline{N/A}$ (Other class) $\overline{N/A}$

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	l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable: N/A	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
-	(/ /) shares (Note 1)		
2.	N/A		
-	shares (Note 1)		
3	N/A		
-	(/ /) shares (Note 1)		
-	Total D. (Ordinary shares)	Nil	
-	(Preference shares) (Other class)	N/A N/A	

	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
	J _F · · · · · · · · · · · · · · · · · · ·		Class of shares issuable				
			(Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			33337			N/A	
			Class of shares issuable				
		At price . State	(Note 1) Issue and allotment	(/ /)		
2.	Open offer	At price : State currency	date : (dd/mm/yyyy)				
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			· · · · · · · · · · · · · · · · · · ·			N/A	
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	<u> </u>

For Main Board and GEM listed issuers

	Type of Issue					shares of issuer issued during the month pursuant thereto	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)	(/ /)	27/1	
						N/A	
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						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	
			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)	(/ /)		
						N/A	· -

	For Mair		and GEM lis	
Type of Issue		i	No. of new shares of ssuer 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))	N/A	
	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. (Ordinary (Preference (Othe		N/A	- - -
Total increase / (decrease) in ordinary shares during t	the month (i.e. Total of A to E):	(1)	<i></i>	Nil
		(2)	,	N/A N/A
Total increase / (decrease) in preference shares during	g 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: Lo King Fat, Lawrence
Title: Secretary (Director Secretary or other duly outhorized officer)
(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.