



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/08/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Honghua Group LimitedDate Submitted 07/09/2015**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 196 Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>10,000,000,000</u>     | <u>0.10</u>         | <u>1,000,000,000</u>                  |
| Increase/(decrease)                 | <u>--</u>                 |                     | <u>--</u>                             |
| Balance at close of the month       | <u>10,000,000,000</u>     | <u>0.10</u>         | <u>1,000,000,000</u>                  |

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | _____                     | _____                            | _____                                           |
| Increase/(decrease)                 | _____                     |                                  | _____                                           |
| Balance at close of the month       | _____                     | _____                            | _____                                           |

## 2. Preference Shares

|                                     |                          |                               |                                              |
|-------------------------------------|--------------------------|-------------------------------|----------------------------------------------|
| Stock code :                        | Description :            |                               |                                              |
|                                     | No. of preference shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | _____                    | _____                         | _____                                        |
| Increase/(decrease)                 | _____                    |                               | _____                                        |
| Balance at close of the month       | _____                    | _____                         | _____                                        |

## 3. Other Classes of Shares

|                                     |                                |                               |                                              |
|-------------------------------------|--------------------------------|-------------------------------|----------------------------------------------|
| Stock code :                        | Description :                  |                               |                                              |
|                                     | No. of other classes of shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | _____                          | _____                         | _____                                        |
| Increase/(decrease)                 | _____                          |                               | _____                                        |
| Balance at close of the month       | _____                          | _____                         | _____                                        |

Total authorised share capital at the end of the month (HK\$) : 1,000,000,000

## 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   | 3,241,056,900          | N/A | N/A                     | N/A                            |
| Increase/ (decrease) during the month | --                     | N/A | N/A                     | N/A                            |
| Balance at close of the month         | 3,241,056,900          | 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 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  |                                                                      |                                                                                           |
| 1. Share Option                                                                                          |                           |           |           |         |                                                                      |                                                                                           |
| Exercise Price<br>HK\$ 3.83<br>(21/01/2008)                                                              |                           |           |           |         |                                                                      |                                                                                           |
| Ordinary shares<br>(Note 1)                                                                              | --                        | --        | --        | 105,000 | --                                                                   | 54,376,000                                                                                |
| 2. Share Option                                                                                          |                           |           |           |         |                                                                      |                                                                                           |
| Exercise Price<br>HK\$ 1.27<br>(15/04/2009)                                                              |                           |           |           |         |                                                                      |                                                                                           |
| Ordinary shares<br>(Note 1)                                                                              | --                        | --        | --        | --      | --                                                                   | 40,373,500                                                                                |
| 3. Share Option                                                                                          |                           |           |           |         |                                                                      |                                                                                           |
| Exercise Price:<br>HK\$1.05<br>(21/01/2008)                                                              |                           |           |           |         |                                                                      |                                                                                           |
| Ordinary shares<br>(Note 1)                                                                              | --                        | --        | --        | --      | --                                                                   | 251,000                                                                                   |

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4. Share Option

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Exercise Price:  
HK\$0.83

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(21/01/2008)

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|                 |    |    |    |    |    |           |
|-----------------|----|----|----|----|----|-----------|
| Ordinary shares | -- | -- | -- | -- | -- | 7,293,000 |
|-----------------|----|----|----|----|----|-----------|

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5. Share Option

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Exercise Price:  
HK\$1.19

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(21/01/2008)

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|                 |    |    |    |    |    |            |
|-----------------|----|----|----|----|----|------------|
| Ordinary shares | -- | -- | -- | -- | -- | 14,466,000 |
|-----------------|----|----|----|----|----|------------|

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6. Share Option

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Exercise Price:  
HK\$2.024

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(21/01/2008)

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|                 |    |    |    |    |    |           |
|-----------------|----|----|----|----|----|-----------|
| Ordinary shares | -- | -- | -- | -- | -- | 3,200,000 |
|-----------------|----|----|----|----|----|-----------|

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7. Share Option

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Exercise Price:  
HK\$1.96

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(21/01/2008)

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|                 |    |    |    |        |    |            |
|-----------------|----|----|----|--------|----|------------|
| Ordinary shares | -- | -- | -- | 40,480 | -- | 38,389,340 |
|-----------------|----|----|----|--------|----|------------|

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Total A. (Ordinary shares)

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(Preference shares)

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N/A

---

(Other class)

---

N/A

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Total funds raised during the month from exercise of options (HK\$)

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## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                                                                                                                                                     | Currency of nominal value | Nominal value at close of 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 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------------------------|----------------------------|-------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1.<br>_____<br>_____                                                                                                                                                                                         | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| 2.<br>_____<br>_____                                                                                                                                                                                         | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| 3.<br>_____<br>_____                                                                                                                                                                                         | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| 4.<br>_____<br>_____                                                                                                                                                                                         | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| <b>Total B.</b>                                                                                                                                                                                              |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| (Ordinary shares)                                                                                                                                                                                            |                           |                                           |                            |                                     |                                                                      | _____                                                                                     |
| (Preference shares)                                                                                                                                                                                          |                           |                                           |                            |                                     |                                                                      | _____                                                                                     |
| (Other class)                                                                                                                                                                                                |                           |                                           |                            |                                     |                                                                      | _____                                                                                     |

For Main Board and GEM listed issuers

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) |                                 |                                                 |                                  |                                           | 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 |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                          | 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 |                                                                                        |                                                                                                                |

## 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.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| Subscription price                             | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| EGM approval date (if applicable) (dd/mm/yyyy) | _____ ( / / )                  | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| 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) | _____                        |                                                                      |                                                                                           |
|                                                |                                |                                    | (Preference shares)        | _____                        |                                                                      |                                                                                           |
|                                                |                                |                                    | (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)

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

## Other Movements in Issued Share Capital

|                 |                              |       |                                                                                                                                    | 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<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----------------|------------------------------|-------|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue   |                              |       |                                                                                                                                    |                                                                                        |                                                                                                                   |
| 1. Rights issue | At price : State<br>currency | _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | _____<br>_____                                                                                                    |
| 2. Open offer   | At price : State<br>currency | _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | _____<br>_____                                                                                                    |
| 3. Placing      | At price : State<br>currency | _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | _____<br>_____                                                                                                    |
| 4. Bonus issue  |                              |       | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / )                                                                 | _____<br>_____                                                                                                    |

| 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       | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |
| 6. Repurchase of shares |                                 | Class of shares repurchased <i>(Note 1)</i> _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )        | _____                                                                | _____                                                                                     |
| 7. Redemption of shares |                                 | Class of shares redeemed <i>(Note 1)</i> _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )             | _____                                                                | _____                                                                                     |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____                                                                | _____                                                                                     |

| 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)                                                    | --                                                                                        |
|                            |                                                                                                                                                                    | (Preference shares)                                                  | N/A                                                                                       |
|                            |                                                                                                                                                                    | (Other class)                                                        | N/A                                                                                       |

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

Remarks (if any):

Subject to Pre-IPO Share Option Scheme, 105,000 options were lapsed in August 2015.

Subject to Share Option Scheme, 40,480 options were lapsed in August 2015.

Submitted by: He Bin

Title: Joint Company Secretary  
(Director, Secretary or other duly authorised officer)

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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.