



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31 January 2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Fortune Group LimitedDate Submitted 8 February 2011**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 0290 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>5,000,000,000</u>	<u>0.10</u>	<u>500,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>0.10</u>	<u>500,000,000</u>

(2) Stock code : N/A Description : _____

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

2. Preference Shares

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

3. Other Classes of Shares

Stock code :	N/A	Description :	
	No. of other classes of shares	Par value (State currency)	Authorised share capital (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\$) : HK\$500,000,000

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	<u>1,670,489,168</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase / (decrease) during the month	<u>280,534,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,951,023,168</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</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		
1.Share Option Scheme						
(12/2/2003)						
Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
(Note 1)						
2.						
(Note 1)						
3.						
(/ /) shares						
(Note 1)						
Total A. (Ordinary shares)					<u>Nil</u>	
(Preference shares)					<u>N/A</u>	
(Other class)					<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)	<u>Nil</u>					

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

Description of warrants (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. Remuneration						
Warrants	HK\$	1,200,000	Nil	1,200,000	Nil	12,000,000
(Date of expiry						
16 / 02 / 2012)						
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.10					
EGM approval date (if applicable) (dd/mm/yyyy)	(18 / 07 / 2008)					
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 B.					(Ordinary shares)	Nil
					(Preference shares)	N/A
					(Other class)	N/A

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. Zero Coupon Convertible Notes	HKD	12,000,000	Nil	12,000,000	Nil	120,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.10					
EGM approval date (if applicable) (dd/mm/yyyy)	(18 / 07 / 2008)					
2. Zero Coupon Convertible Notes	HKD	32,000,000	Nil	32,000,000	Nil	200,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.16					
EGM approval date (if applicable) (dd/mm/yyyy)	(29 / 05 / 2009)					
3. Zero Coupon Convertible Notes	HKD	5,880,000	Nil	5,880,000	Nil	36,750,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.16					
EGM approval date (if applicable) (dd/mm/yyyy)	(29 / 05 / 2009)					
4. Zero Coupon Convertible Notes	HKD	2,450,000	Nil	2,450,000	Nil	15,312,500
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.16					
EGM approval date (if applicable) (dd/mm/yyyy)	(29 / 05 / 2009)					

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
5. Zero Coupon Convertible Notes	HKD	60,960,000	Nil	60,960,000	Nil	381,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.16					
EGM approval date (if applicable) (dd/mm/yyyy)	(03 / 07 / 2009)					
Total C. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					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 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. Pursuant to the subscription agreement dated 22 May 2009 between the Company as issuer and Jadehero Limited (“Jadehero”) as subscriber, among others, an option (“Option”) was granted to Jadehero to further subscribe for the zero coupon convertible bonds in a maximum principal amount of HK\$128 million, which may be converted into a maximum of 800 million new shares of the Company with the conversion price of HK\$0.16 per conversion share. The Option was initially exercisable within a period of 12 months from 7 September 2009 to 6 September 2010 (“Option Period”). Pursuant to the supplemental agreement dated 6 September 2010 that was approved by the shareholders of the Company at an extraordinary general meeting of the Company held on 25 October 2010, the Option Period has been extended for a further 12 months ending 6 September 2011. 2. On 6 December 2010, a subscription agreement (the “Subscription Agreement”) was entered into between the Company as issuer and Mankind Investment Limited (“Mankind”) as subscriber whereby, among others, the Company has conditionally agreed to issue and Mankind has conditionally agreed to subscribe for 500,000,000 new shares of the Company at the subscription price of HK\$0.20 per subscription share subject to and upon the terms and conditions of the Subscription Agreement. The resolution to approve, confirm and ratify the Subscription Agreement has been duly passed by the shareholders of the Company on 17 January 2011.	Nil Nil	800,000,000 500,000,000
(/ /) shares (Note 1) Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

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 (Note 1)	<u>N/A</u>	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
2. Open offer	At price : State currency	Class of shares issuable (Note 1)	<u>N/A</u>	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
3. Placing	At price : State currency	Class of shares issuable (Note 1)	<u>Ordinary</u>	Issue and allotment date : (dd/mm/yyyy) (31 / 1 / 2011) EGM approval date: (dd/mm/yyyy) (/ /)	280,534,000 NIL
4. Bonus issue		Class of shares issuable (Note 1)	<u>N/A</u>	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	

For Main Board and GEM listed issuers

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

For Main Board and GEM listed issuers

		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			
9. Capital reorganisation	Class of shares issuable (Note 1)	<u>N/A</u>	
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
10. Other (Please specify)	Class of shares issuable (Note 1)	<u>N/A</u>	
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
Total E.		(Ordinary shares) <u>280,534,000</u>	
		(Preference shares) <u>N/A</u>	
		(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>280,534,000</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: **Ng Cheuk Fan, Keith**

Title: **Managing Director**
(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.