



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31 December 2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Fortune Financial Group LimitedDate Submitted 2 January 2014**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 0290 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(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<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 :                        | <u>N/A</u>               |                                        |                                                       |
| Description :                       | <u></u>                  |                                        |                                                       |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u></u>                  | <u></u>                                | <u></u>                                               |
| Increase/(decrease)                 | <u></u>                  |                                        | <u></u>                                               |
| Balance at close of the month       | <u></u>                  | <u></u>                                | <u></u>                                               |

## 3. Other Classes of Shares

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

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    | 3,418,385,668          | N/A | N/A                     | N/A                            |
| Increase / (decrease) during the month | N/A                    | N/A | N/A                     | N/A                            |
| Balance at close of the month          | 3,418,385,668          | 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 Scheme adopted at EGM on 19/08/2011                                                       |                           |           |           |        |                                                                      |                                                                                           |
| Ordinary shares (Note 1)                                                                                 | Nil                       | Nil       | Nil       | Nil    | Nil                                                                  | Nil                                                                                       |
| 2.                                                                                                       |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |        |                                                                      |                                                                                           |
| 3.                                                                                                       |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
| (   /   /   ) shares                                                                                     |                           |           |           |        |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |        |                                                                      |                                                                                           |
| Total A. (Ordinary shares)                                                                               |                           |           |           |        | Nil                                                                  |                                                                                           |
| (Preference shares)                                                                                      |                           |           |           |        | N/A                                                                  |                                                                                           |
| (Other class)                                                                                            |                           |           |           |        | N/A                                                                  |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            | Nil                       |           |           |        |                                                                      |                                                                                           |

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

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                                                                                                                                                     | 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 | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
| 1.<br>_____<br>_____<br>_____                                                                                                                                                                                | _____                           | _____                                           | _____                            | _____                                     | _____                                                                                  | _____                                                                                                       |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                                |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                             |
| 2.<br>_____<br>_____<br>_____                                                                                                                                                                                | _____                           | _____                                           | _____                            | _____                                     | _____                                                                                  | _____                                                                                                       |
| (   /   /   )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                             |
| 3.<br>_____<br>_____<br>_____                                                                                                                                                                                | _____                           | _____                                           | _____                            | _____                                     | _____                                                                                  | _____                                                                                                       |
| (   /   /   )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                             |
| 4.<br>_____<br>_____<br>_____                                                                                                                                                                                | _____                           | _____                                           | _____                            | _____                                     | _____                                                                                  | _____                                                                                                       |
| (   /   /   )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                             |
| Total B.                                                                                                                                                                                                     |                                 |                                                 |                                  | (Ordinary shares)                         | N/A                                                                                    |                                                                                                             |
|                                                                                                                                                                                                              |                                 |                                                 |                                  | (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. Convertible Bonds                           | HKD                            | 40,384,615                         | Nil                        | Nil                          | Nil                                                                  | Nil                                                                                       |
| Stock code (if listed)                         | N/A                            |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary                       |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | HK\$0.20                       |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                            |                              |                                                                      |                                                                                           |
| 2. Convertible Bond                            | HKD                            | 32,000,000                         | Nil                        | 32,000,000                   | Nil                                                                  | 320,000,000                                                                               |
| 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) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 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)   | 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 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                         |                                                                      |                                                                                           |
| <p style="text-align: right;">(   /   /   )<br/>shares (<i>Note 1</i>)</p> <p style="text-align: right;">Total D.   (Ordinary shares)<br/>                  (Preference shares)<br/>                  (Other class)</p> | <p style="text-align: center;">N/A<br/>N/A<br/>N/A</p>               |                                                                                           |

## Other Movements in Issued Share Capital

| 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 |
|-----------------|---------------------------------|--------------------------------------|------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable<br>(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<br>(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<br>(Note 1) | <u>N/A</u> | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |                                                                                           |
|                 |                                 | EGM approval date: (dd/mm/yyyy)      | ( / / )    |                                                                      |                                                                                           |
|                 |                                 |                                      |            | _____                                                                | _____                                                                                     |
| 4. Bonus issue  |                                 | Class of shares issuable<br>(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<br>shares of issuer<br>issued during<br>the 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 |                         |                                  |                                                                                                                                                             |                                                                                                                   |
| 5.            | Scrip dividend          | At price : State<br>currency ——— | Class of shares issuable<br>(Note 1) <u>N/A</u><br><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date:<br>(dd/mm/yyyy) ( / / ) | _____<br><br>_____                                                                                                |
| 6.            | Repurchase of<br>shares |                                  | Class of shares<br>repurchased (Note 1) <u>N/A</u><br><br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | _____<br><br>_____                                                                                                |
| 7.            | Redemption of<br>shares |                                  | Class of shares<br>redeemed (Note 1) <u>N/A</u><br><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | _____<br><br>_____                                                                                                |
| 8.            | Consideration issue     |                                  | Class of shares issuable<br>(Note 1) <u>N/A</u><br><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br><br>_____                                                                                                |

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<br>(Note 1)    | <u>N/A</u>                                                           |                                                                                           |
|                               | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                               | EGM approval date:<br>(dd/mm/yyyy)      | ( / / )                                                              |                                                                                           |
| 10. Other<br>(Please specify) | Class of shares issuable<br>(Note 1)    | <u>N/A</u>                                                           |                                                                                           |
|                               | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                               | EGM approval date:<br>(dd/mm/yyyy)      | ( / / )                                                              |                                                                                           |
| Total E. (Ordinary shares)    |                                         | <u>N/A</u>                                                           |                                                                                           |
| (Preference shares)           |                                         | <u>N/A</u>                                                           |                                                                                           |
| (Other class)                 |                                         | <u>N/A</u>                                                           |                                                                                           |

|                                                                                                                  |     |            |
|------------------------------------------------------------------------------------------------------------------|-----|------------|
| Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):               | (1) | <u>N/A</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):

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Submitted by: **NG Cheuk Fan Keith**\_\_\_\_\_

Title: **Managing Director**\_\_\_\_\_  
(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.