

Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Name of listed issuer: Kingwell Group LimitedStock code: 1195Date submitted: 17 November 2014

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange").

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under rule 10.06(4)(a).

Description of securities: Ordinary Share of HK\$0.1 each

| I. | | | | | |
|--|---------------|---|---|--|---|
| Issues of shares <i>(Notes 6 and 7)</i> | No. of shares | Issued shares as a % of existing issued share capital before relevant share issue <i>(Notes 4, 6 and 7)</i> | Issue price per share <i>(Notes 1 and 7)</i> | Closing market price per share of the immediately preceding business day <i>(Note 5)</i> | % discount/ premium of issue price to market price <i>(Note 7)</i> |
| Opening balance as at <i>(Note 2)</i> <u>10 November 2014</u> | 2,337,659,897 | | | | |
| Exercise of share options on 13 November 2014 by an employee Date of Grant of Options on 11 May 2011 (Note 3) | 384,000 | 0.02% | HK\$0.306 | HK\$ 1.19 (as at 10 November 2014) | 74.29 % discount |
| Exercise of share options on 13 November 2014 by an employee Date of Grant of Options on 8 January 2014 (Note 3) | 900,000 | 0.04% | HK\$0.61 | HK\$ 1.19 (as at 10 November 2014) | 48.74 % discount |
| Exercise of share options on 14 November 2014 by a consultant Date of Grant of Options on 8 January 2014 (Note 3) | 3,000,000 | 0.13% | HK\$0.61 | HK\$ 1.19 (as at 13 November 2014) | 48.74 % discount |
| Exercise of share options on 14 November 2014 by an employee Date of Grant of Options on 8 January 2014 (Note 3) | 800,000 | 0.03% | HK\$0.61 | HK\$ 1.19 (as at 13 November 2014) | 48.74 % discount |

For Main Board listed issuers

| | | | | | |
|---|---------------|-------|-----------|---------------------------------------|------------------|
| Exercise of share options on 17 November 2014 by a director Date of Grant of Options on 26 May 2010 (Note 3) | 2,000,000 | 0.09% | HK\$0.287 | HK\$ 1.30 (as at 14 November 2014) | 77.92 % discount |
| Exercise of share options on 17 November 2014 by a consultant Date of Grant of Options on 8 November 2010 (Note 3) | 500,000 | 0.02% | HK\$0.449 | HK\$ 1.30 (as at 14 November 2014) | 65.46 % discount |
| Exercise of share options on 17 November 2014 by a consultant Date of Grant of Options on 8 January 2014 (Note 3) | 1,440,000 | 0.06% | HK\$0.61 | HK\$ 1.30 (as at 14 November 2014) | 53.08 % discount |
| Exercise of share options on 17 November 2014 by employees Date of Grant of Options on 8 January 2014 (Note 3) | 1,300,000 | 0.06% | HK\$0.61 | HK\$ 1.30 (as at 14 November 2014) | 53.08 % discount |
| <i>Allotment of shares on 17 November 2014 upon conversion of Convertible Preferred Shares with principal amount of HK\$3 million at conversion price of HK\$0.3 per share (Note 3)</i> | 10,000,000 | 0.43% | HK\$0.30 | HK\$ 1.30 (as at 14 November 2014) | 76.92% discount |
| Share repurchases | N/A | N/A | | | |
| Closing balance as at (Note 8) 17 November 2014 | 2,357,983,897 | | | | |

Notes to Section I:

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to rule 13.25A or Monthly Return pursuant to rule 13.25B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to rule 13.25A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the listed issuer's issued share capital is to be calculated by reference to the listed issuer's total issued share capital (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
 - *"issues of shares" should be construed as "repurchases of shares"; and*
 - *"issued shares as a % of existing issued share capital before relevant share issue" should be construed as "repurchased shares as a % of existing issued share capital before relevant share repurchase".*
7. *In the context of a redemption of shares:*
 - *"issues of shares" should be construed as "redemptions of shares";*
 - *"issued shares as a % of existing issued share capital before relevant share issue" should be construed as "redeemed shares as a % of existing issued share capital before relevant share redemption"; and*
 - *"issue price per share" should be construed as "redemption price per share".*
8. *The closing balance date is the date of the last relevant event being disclosed.*

II.

A. Purchase report

| Trading date | Number of securities purchased | Method of purchase (Note) | Price per share or highest price paid \$ | Lowest price paid \$ | Total paid \$ |
|--------------|--------------------------------|------------------------------|--|----------------------|---------------|
| N/A | N/A | N/A | N/A | N/A | N/A |
| | N/A | | | | N/A |
| Total | N/A | | | | N/A |

B. Additional information for issuer whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) N/A
2. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution N/A %
- (a) x 100)
issued share capital

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated N/A which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Note to Section II: Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by: Poon Yan Wai
(Name)

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