



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Guocang Group Limited

Date Submitted 01/12/2014

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 559 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>30,000,000,000</u>     | <u>HK\$0.05</u>                            | <u>HK\$1,500,000,000</u>                                 |
| Increase/(decrease)                 | <u>--</u>                 |  | <u>--</u>  |
| Balance at close of the month       | <u>30,000,000,000</u>     | <u>HK\$0.05</u>                            | <u>HK\$1,500,000,000</u>                                 |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| 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>Convertible Preference Shares</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>1,238,095,238</u>     | <u>HK\$0.05</u>                        | <u>HK\$61,904,761.90</u>                              |
| Increase/(decrease)                 |            | <u>--</u>                |  | <u>--</u>   |
| Balance at close of the month       |            | <u>1,238,095,238</u>     | <u>HK\$0.05</u>                        | <u>HK\$61,904,761.90</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\$*) : 1,561,904,761.90

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares<br>(1) | (2)        | No of preference shares | No. of other classes of shares |
|---------------------------------------|-------------------------------|------------|-------------------------|--------------------------------|
| Balance at close of preceding month   | <u>3,594,413,900</u>          | <u>N/A</u> | <u>1,238,095,238</u>    | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>--</u>                     | <u>N/A</u> | <u>--</u>               | <u>N/A</u>                     |
| Balance at close of the month         | <u>3,594,413,900</u>          | <u>N/A</u> | <u>1,238,095,238</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. Exercise Price:<br>HK\$0.255<br>Share option scheme adopted on ( 04/12/2003 )<br>Ordinary shares<br>(Note 1) | Nil                       | Nil       | Nil       | Nil                        | Nil  | 299,000,000   |
| 2. Exercise Price:<br>HK\$0.435<br>Share option scheme adopted on ( 04/12/2003 )<br>Ordinary shares<br>(Note 1) | Nil                       | Nil       | Nil       | 200,000                    | Nil  | 259,200,000   |
| 3. Exercise Price:<br>HK\$0.433<br>Share option scheme adopted on ( 04/12/2003 )<br>Ordinary shares<br>(Note 1) | Nil                       | Nil       | Nil       | Nil                        | Nil  | 100,000,000   |
| 4. Exercise Price:<br>HK\$<br>Share option scheme adopted on<br>Ordinary shares<br>(Note 1)                     | Nil                       | Nil       | Nil       | Nil                        | Nil  | Nil   |
|   |                           |           |           | 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<br>issuer which<br>may be issued<br>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>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>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>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 Preference Shares               | HK\$                           | 260,000,000                        | Nil                        | 260,000,000                  | Nil  | 1,238,095,238   |
| Stock code (if listed)                         | N/A                            |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary Shares                |                                    |                            |                              |  |   |
| Conversion price                               | HK\$0.21                       |                                    |                            |                              |  |   |
| SGM approval date (if applicable) (dd/mm/yyyy) | ( 04/03/2013)                  |                                    |                            |                              |  |   |
| 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) |                              | Nil  |   |
|  |                                |                                    | (Preference shares)        |                              | Nil  |   |
|  |                                |                                    | (Other class)              |                              | N/A  |   |



## 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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 2.            | Open offer   | 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) | ( / / )<br>( / / )   | _____<br>_____  |
| 3.            | Placing      | At price : HK\$ _____           | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>AGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |

|               |                      |                                 | 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 _____<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 _____<br><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 _____<br><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) _____ | ( / / )   | ( / / ) |

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 thereto as at close of the month |
|------------------------------|--|--|--|
| <b>Type of Issue</b>         |  |  |  |
| 9. Capital reorganisation    | Class of shares issuable _____<br>(Note 1) | _____  | _____  |
|                              | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |  |
|                              | EGM approval date: (dd/mm/yyyy)            | ( / / )  |  |
| 10. Other - (Please specify) | At price : HK\$ _____                      | Class of shares issuable _____<br>(Note 1)                           |  |
|                              | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |  |
|                              | EGM approval date: (dd/mm/yyyy)            | ( / / )  |  |
| Total E. (Ordinary shares)   |  | _____  | N/A  |
| (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) | _____ | Nil |
|   | (2) | _____ | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | _____ | Nil |
| 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> |     |       |     |

