



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Guocang Group Limited

Date Submitted 03/03/2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 559 Description : Ordinary Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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 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 :	<u>N/A</u>	Description :	<u>Convertible Preference Shares</u>	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
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 :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)	
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		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>3,594,613,900</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>3,594,613,900</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: HK\$0.255 Share option scheme adopted on (04/12/2003) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	299,000,000
2. Exercise Price: HK\$0.435 Share option scheme adopted on (04/12/2003) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	258,500,000
3. Exercise Price: HK\$0.433 Share option scheme adopted on (04/12/2003) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	100,000,000
4. Exercise Price: HK\$0.32 Share option scheme adopted on (13/12/2013) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	359,000,000
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 (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. _____ _____ _____ (/ /) 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) _____	_____	_____	_____	_____	_____	_____
_____ _____ _____ (/ /) 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)	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	

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. Proposed issue of 538,270,000 Consideration Shares at the issue price of HK\$0.36 per Consideration Share Under the Acquisition Agreement dated 4 February 2015. The Consideration Shares will be issued under the General Mandate. For details, please refer to the announcement dated 4 February 2015.		
Ordinary shares (<i>Note 1</i>)		
2. N/A		
(/ /)		
shares (<i>Note 1</i>)		
3. N/A		
(/ /)		
shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(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 _____ (Note 1)	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)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3. Placing	At price : HK\$ _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

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

		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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
10. Other - (Please specify)	At price : HK\$ _____ Class of shares issuable _____ <i>(Note 1)</i> 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>		

Remarks (if any):

Submitted by: Chi Chi Hung, Kenneth.

Title: Secretary
(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.*