



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 30/06/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Guocang Group LimitedDate Submitted 03/07/2015**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	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

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>4,341,813,900</u>	<u>N/A</u>	<u>1,238,095,238</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>135,300,000</u>	<u>N/A</u>	<u>--</u>	<u>N/A</u>
Balance at close of the month	<u>4,477,113,900</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	3,100,000	Nil	Nil	3,100,000	289,900,000
2. Exercise Price: HK\$0.435 Share option scheme adopted on (04/12/2003) Ordinary shares (Note 1)	Nil	7,200,000	Nil	Nil	7,200,000	202,300,000
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	125,000,000	Nil	Nil	125,000,000	189,800,000
Total A. (Ordinary shares)					135,300,000	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$43,922,500.00	

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)		(/ /)				
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	HK\$	260,000,000	Nil	260,000,000	Nil	1,238,095,238
Preference Shares						
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 and proposed issue of 179,730,000 executive shares at the issue price of HK\$0.36 per executive share under the acquisition agreement dated 4 February 2015 and the service contract at completion pursuant to the terms of the acquisition agreement respectively. The consideration shares and executive shares will be issued under the general mandate granted by the shareholders at the annual general meeting held on 2 December 2014. For details, please refer to the announcement dated 4 February 2015. Ordinary shares (Note 1)		
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A 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) (/ /)	_____

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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	
10. Other - (Please specify)	Class of shares issuable _____ <i>(Note 1)</i> At price : HK\$ _____ 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)	135,300,000
	(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.*