



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Zhong Fa Zhan Holdings Limited

Date Submitted 04/01/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00475 Description : _____

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>10,000,000,000</u> | <u>HKD0.01</u> | <u>HKD100,000,000</u> |
| Increase/(decrease) | <u>-</u> | | <u>-</u> |
| Balance at close of the month | <u>10,000,000,000</u> | <u>HKD0.01</u> | <u>HKD100,000,000</u> |

(2) Stock code : N/A Description : _____

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<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 : | _____ | |
| | | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | | _____ | _____ | _____ |
| Increase/(decrease) | | _____ | | _____ |
| Balance at close of the month | | _____ | _____ | _____ |

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*State currency*) :

HKD100,000,000

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 | 330,054,000 | 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 | 330,054,000 | 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 on 26/2/2007 | | | | | | |
| Ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 3,546,000 |
| 2. (/ /) shares (Note 1) | | | | | | |
| 3. (/ /) shares (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | N/A | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | N/A | |

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 |
|--|---------------------------------|---|----------------------------------|---|--|--|
| <u>1. Non-listed Warrants issued</u> | | | | | | |
| <u>on 02/10/2015 (exercise period:</u> | | | | | | |
| <u>01/10/2016 – 30/09/2018)*</u> | <u>HKD</u> | <u>20,000,000</u> | <u>Nil</u> | <u>20,000,000</u> | <u>Nil</u> | <u>8,000,000</u> |
| (30/09/2018) | | | | | | |
| Stock code (if listed) | <u>N/A</u> | | | | | |
| Class of shares issuable (<i>Note 1</i>) | <u>Ordinary Shares</u> | | | | | |
| Subscription price | <u>HKD2.50</u> | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(08/09/2015)</u> | | | | | |
| <u>2. Non-listed Warrants issued</u> | | | | | | |
| <u>on 02/10/2015 (exercise period:</u> | | | | | | |
| <u>01/04/2017 – 30/09/2018)*</u> | <u>HKD</u> | <u>20,000,000</u> | <u>Nil</u> | <u>20,000,000</u> | <u>Nil</u> | <u>8,000,000</u> |
| (30/09/2018) | | | | | | |
| Stock code (if listed) | <u>N/A</u> | | | | | |
| Class of shares issuable (<i>Note 1</i>) | <u>Ordinary Shares</u> | | | | | |
| Subscription price | <u>HKD2.50</u> | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(08/09/2015)</u> | | | | | |
| <u>3. Non-listed Warrants issued</u> | | | | | | |
| <u>on 02/10/2015 (exercise period:</u> | | | | | | |
| <u>01/10/2017 – 30/09/2018)*</u> | <u>HKD</u> | <u>20,000,000</u> | <u>Nil</u> | <u>20,000,000</u> | <u>Nil</u> | <u>8,000,000</u> |
| (30/09/2018) | | | | | | |
| Stock code (if listed) | <u>N/A</u> | | | | | |
| Class of shares issuable (<i>Note 1</i>) | <u>Ordinary Shares</u> | | | | | |
| Subscription price | <u>HKD2.50</u> | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(08/09/2015)</u> | | | | | |
| <u>4.</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| Stock code (if listed) | <u></u> | | | | | |
| Class of shares issuable (<i>Note 1</i>) | <u></u> | | | | | |
| Subscription price | <u></u> | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | <u>(/ /)</u> | | | | | |
| Total B. | | | | | (Ordinary shares) | <u>N/A</u> |
| | | | | | (Preference shares) | <u>N/A</u> |
| | | | | | (Other class) | <u>N/A</u> |

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. N/A | | | | | | |
| 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 C. (Ordinary shares) | N/A | |
| | | | | (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 |
|---|--|---|
| 1. N/A | | |
| | | |
| (/ /) | | |
| shares (<i>Note 1</i>) | | |
| 2. | | |
| | | |
| (/ /) | | |
| shares (<i>Note 1</i>) | | |
| 3. | | |
| | | |
| (/ /) | | |
| 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 2. | Open offer | 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) | <u>N/A</u> | <u>N/A</u> |
| 3. | Placing | 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) | <u>N/A</u> | <u>N/A</u> |
| 4. | Bonus issue | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |

For Main Board and GEM listed issuers

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

For Main Board and GEM listed issuers

| 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 |
|----------------------------|---|--|---|
| 9. Capital reorganisation | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| | | Total E. (Ordinary shares) | <u>N/A</u> |
| | | (Preference shares) | <u>N/A</u> |
| | | (Other class) | <u>N/A</u> |

| | |
|---|----------------|
| Total increase / (decrease) 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> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | |

Remarks (if any):

* Issue of warrants on 2 October 2015 pursuant to the Subscription Agreements dated 1 July 2015 (details of which were disclosed in the announcement of the Company dated 5 July 2015 and the circular of the Company dated 13 August 2015).

Submitted by: Chan Wing Yuen, Hubert

Title: Chief Executive & Executive Director
(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.*