



香港交易所

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

For the month ended (dd/mm/yyyy) : 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Zhong Fa Zhan Holdings Limited

Date Submitted 03/01/2017

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 00475 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 | <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<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 :            | _____                                  |   |
|                                     |            | 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 |            | _____                    | _____                                  | _____   |
| 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<br>( <i>State currency</i> ) | Authorised share capital<br>( <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<br>Scheme adopted<br>on 26/2/2007  |                           |           |                            |           |  |   |
| Ordinary shares<br>(Note 1)  | Nil                       | Nil       | Nil                        | 3,546,000 | Nil  | Nil   |
| 2.<br><br>( / / )<br>shares<br>(Note 1)  |                           |           |                            |           |  |   |
| 3.<br><br>( / / )<br>shares<br>(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<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 |
|--|---------------------------------|---|----------------------------------|---|--|--|
| <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<br>issuable ( <i>Note 1</i> )            | <u>Ordinary Shares</u>          |   |                                  |   |  |  |
| Subscription price                                       | <u>HKD2.50</u>                  |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(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<br>issuable ( <i>Note 1</i> )            | <u>Ordinary Shares</u>          |   |                                  |   |  |  |
| Subscription price                                       | <u>HKD2.50</u>                  |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(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<br>issuable ( <i>Note 1</i> )            | <u>Ordinary Shares</u>          |   |                                  |   |  |  |
| Subscription price                                       | <u>HKD2.50</u>                  |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | <u>(08/09/2015)</u>             |   |                                  |   |  |  |
| <u>4.</u>  |                                 |   |                                  |   |  |  |
| <u>( / / )</u>   |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   | <u></u>                         |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            | <u></u>                         |   |                                  |   |  |  |
| Subscription price                                       | <u></u>                         |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(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  |   |



## 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: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 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: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 3.            | Placing      | 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: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(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 _____<br>(Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) _____<br><br>EGM approval date: (dd/mm/yyyy) _____  | ( / / )<br><br>( / / )   | <u>N/A</u> <u>N/A</u>   |
| 10. Other (Please specify) | At price : State currency _____<br><br>Class of shares issuable _____<br>(Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) _____<br><br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br><br>( / / )   | <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).

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Submitted by: Chow Chi Shing

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

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*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.*