



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) :** 31/08/2012

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer China Tianyi Holdings Limited

 Date Submitted 05/09/2012
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

 (1) Stock code : 00756 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>( <i>HKD</i> ) | Authorised share<br>capital<br>( <i>HKD</i> ) |
|-------------------------------------|---------------------------|-----------------------------|---|
| Balance at close of preceding month | <u>3,000,000,000</u>      | <u>0.01</u>                 | <u>30,000,000</u>                             |
| Increase/(decrease)                 | <u>Nil</u>                |                             | <u>Nil</u>                                    |
| Balance at close of the month       | <u>3,000,000,000</u>      | <u>0.01</u>                 | <u>30,000,000</u>                             |

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

|                                     | 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>N/A</u>                | <u>N/A</u>                                 | <u>N/A</u>   |
| Increase/(decrease)                 | <u>N/A</u>                |  | <u>N/A</u>   |
| Balance at close of the month       | <u>N/A</u>                | <u>N/A</u>                                 | <u>N/A</u>   |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code :                        | <u>Nil</u>               | Description :                          | <u>Nil</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>Nil</u>               | <u>Nil</u>                             | <u>Nil</u>  |
| Increase/(decrease)                 | <u>Nil</u>               |  | <u>Nil</u>  |
| Balance at close of the month       | <u>Nil</u>               | <u>Nil</u>                             | <u>Nil</u>  |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code :                        | <u>Nil</u>                     | Description :                          | <u>Nil</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>Nil</u>                     | <u>Nil</u>                             | <u>Nil</u>  |
| Increase/(decrease)                 | <u>Nil</u>                     |  | <u>Nil</u>  |
| Balance at close of the month       | <u>Nil</u>                     | <u>Nil</u>                             | <u>Nil</u>  |

Total authorised share capital at the end of the month (*HKD*) : **30,000,000**

## 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   | <u>1,208,672,727</u>   | <u>Nil</u> | <u>Nil</u>              | <u>Nil</u>                     |
| Increase/ (decrease) during the month | <u>Nil</u>             | <u>Nil</u> | <u>Nil</u>              | <u>Nil</u>                     |
| Balance at close of the month         | <u>1,208,672,727</u>   | <u>Nil</u> | <u>Nil</u>              | <u>Nil</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. Ordinary Shares<br>Exercise price<br>HK\$0.75<br>(07/06/2008)<br>Ordinary shares<br>(Note 1)          | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>   | <u>14,100,000</u>   |
| 2. Ordinary Shares<br>Exercise price<br>HK\$0.90<br>(07/06/2008)<br>Ordinary shares<br>(Note 1)          | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>   | <u>Nil</u>  |
| 3. Nil<br><br><br>( / / )<br>shares<br>(Note 1)  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>   | <u>Nil</u>  |
|  |                           |            | Total A. (Ordinary shares) |            | <u>Nil</u>   |   |
|  |                           |            | (Preference shares)        |            | <u>Nil</u>   |   |
|  |                           |            | (Other class)              |            | <u>Nil</u>   |   |
| Total funds raised during the month from exercise of options (HKD)                                       |                           |            |                            | <u>Nil</u> |  |   |

## 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. N/A<br>_____<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>_____  | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<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>_____  | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<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>_____  | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<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)   |                                 |   |                                  |   | Nil  |  |
| (Preference shares)  |                                 |   |                                  |   | Nil  |  |
| (Other class)  |                                 |   |                                  |   | Nil  |  |

## 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 Bonds                           | HK\$                           | 232,800,000                        | Nil                        | 232,800,000                  | Nil  | 123,174,603   |
| Stock code (if listed)                         | N/A                            |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary shares                |                                    |                            |                              |  |   |
| Subscription price                             | HK\$1.89                       |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | N/A                            |                                    |                            |                              |  |   |
| 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)                                  |                                |                                    |                            |                              | Nil  |   |

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. _____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                       |  |   |
| 2. _____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                       |  |   |
| 3. _____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                       |  |   |
| Total D. (Ordinary shares)  | Nil  |   |
| (Preference shares)   | Nil  |   |
| (Other class)   | Nil  |   |

## 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>( / / )   | _____<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>( / / )   | _____<br>_____  |
| 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: (dd/mm/yyyy) | ( / / )<br><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>( / / )   | _____<br>_____  |

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



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

|   |     |            |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | <u>Nil</u> |
|   | (2) | <u>Nil</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | <u>Nil</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | <u>Nil</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |            |

Remarks (if any):

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Submitted by: Sin Ke

Title: Director  
(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.*