

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 30/04/2013 |
|------------------------------------|------------|
| | |

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | China Tianyi Holdings Limited |
|----------------|-------------------------------|
| Date Submitted | 03/05/2013 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | | | | |
|-------------------------------------|------------------------|----------------------------------|---|--|--|--|
| (1) Stock code : <u>00756</u> Descr | iption : | on : Ordinary Shares | | | | |
| | No. of ordinary shares | Par value (HKD) | Authorised share capital (HKD) | | | |
| Balance at close of preceding month | 3,000,000,000 | 0.01 | 30,000,000 | | | |
| Increase/(decrease) | Nil | | Nil | | | |
| Balance at close of the month | 3,000,000,000 | 0.01 | 30,000,000 | | | |
| (2) Stock code : <u>N/A</u> Descri | iption : | ion : N/A | | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | |
| Balance at close of preceding month | N/A | N/A | N/A | | | |
| Increase/(decrease) | N/A | | N/A | | | |
| Balance at close of the month | N/A | N/A | N/A | | | |

2. Preference Shares

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

3. Other Classes of Shares

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

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

II. Movements in Issued Share Capital

| | No. of ordin | nary shares | No of preference | No. of other classes | | |
|--|---------------|-------------|------------------|----------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 1,208,672,727 | Nil | Nil | Nil | | |
| Increase/ (decrease) during the month | Nil | Nil | Nil | Nil | | |
| Balance at close of the month | 1,208,672,727 | Nil | Nil | Nil | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM | | | | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto |
|--|---------|-------------------|---------------|--------|--|--|
| approval date | | Movement duri | ng the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | into venient duri | ing the month | | _ | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Ordinary | | | | | | |
| Shares | | | | | | |
| Exercise price | | | | | | |
| HK\$0.75 | | | | | | |
| (adopted on | | | | | | |
| 07/06/2008) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 14,100,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| 2. Ordinary | | | | | | |
| Shares | | | | | | |
| Exercise price | | | | | | |
| HK\$0.90 | | | | | | |
| (adopted on | | | | | | |
| 07/06/2008) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | Nil |
| (Note 1) | | | | | | |

For Main Board and GEM listed issuers

| Particulars of share | | | Issuer) (continu | | No. of new shares of | No. of new shares of |
|-----------------------|---------------|------------------|------------------|--------------|----------------------|-------------------------|
| option scheme | | | | | issuer issued during | issuer which may be |
| including EGM | | | | | the month pursuant | issued pursuant theret |
| approval date | | Movement duri | ing the month | | thereto | as at close of the mont |
| (dd/mm/yyyy) and – | | | 0 | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 3. Ordinary | | | | | | |
| Shares | | | | | | |
| Exercise price | | | | | | |
| HK\$1.15 | | | | | | |
| (adopted on | | | | | | |
| 07/09/2008 and | | | | | | |
| refreshed on | | | | | | |
| 05/11/2012) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 62,400,000 |
| 4. Ordinary | | | | | | |
| Shares | | | | | | |
| Exercise price | | | | | | |
| HK\$1.03 | | | | | | |
| (adopted on | | | | | | |
| 07/09/2008 and | | | | | | |
| refreshed on | | | | | | |
| 05/11/2012) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 57,200,000 |
| (Note 1) | | | | | | |
| | | Te | otal A. (Ordin | | Nil | |
| | | | | nce shares) | Nil | |
| | | | (0 | Other class) | Nil | |
| otal funds raised dur | ing the month | from exercise of | of | | | |
| ptions (State currenc | y) | | | Nil | | |

| Warrants to Issue Shares of the | Issuer which are | to be Listed | 1 | | | | |
|--|---------------------------------|--------------------------------------|----------|--------------------------------|--|--|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal va close o preceding n | f di | xercised uring 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. N/A</u> | - | | | | | | |
| | - | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date | | | | | | | |
| (if applicable) (dd/mm/yyyy) 2. | |) | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)3. | (/ / - |) | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | | | |
| 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) | (/ / |) | | | | | <u> </u> |
| | | | Total B. | (Prefere | nary shares) ence shares) Other class) | Nil Nil Nil | - |

For Main Board and GEM listed issuers

For Main Board and GEM listed issuers

| Convertibles (i.e. Convertible | | 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) Class of shares issuable (<i>Note 1</i>) Subscription price | | S | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy)) | N/A | | | | | |
| <u>2.</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| 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) | (/ /) | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | nary shares) ence shares) Other class) | Nil Nil Nil | - |

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto |
|---|--|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | thereto | as at close of the month |
| 1. | | |
| | | |
| | | |
| 2 | | |
| (/ /) shares (Note 1) | | |
| 3 | | |
| | | |
| shares (Note 1) | | |
| Total D. (Ordinary shares) | Nil | |
| (Preference shares) (Other class) | Nil Nil | |
| | | |

| | her Movements in I 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 |
|----|-------------------------------------|------------------|--|-------|---|--|---|
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 1. | Rights issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |

| | Type of Issue | | | | | | | rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of |
|----|-----------------------|--------------------------------|---|---|---|---|---|--|----------------------|
| | | | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | | | |
| 5. | Scrip dividend A | At price : State currency — | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | |
| | | | Class of shares repurchased (<i>Note 1</i>) | | | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | |
| | | | Class of shares redeemed (<i>Note 1</i>) | | | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | | | |
| 8. | Consideration issue A | At price : State | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | |

| | | | | For Main Board | d and GEM lis | ted issuers |
|-----|------------------|------------------|--------------------------|-----------------|---------------|---------------|
| | | | | | No. of new | No. of new |
| | | | | | shares of | shares of |
| | | | | | | issuer which |
| | | | | | during the | may be |
| | | | | | month | issued |
| | | | | | pursuant | pursuant |
| | | | | | thereto | thereto as at |
| | | | | | | close of the |
| | Type of Issue | | | | | month |
| | | | | | | |
| | | | Class of shares issuable | e | | |
| | | | (Note 1) | | | |
| | | | (11002-2) | | | |
| 9. | Capital | | Issue and allotment | (/ /) | | |
| | reorganisation | | date : (dd/mm/yyyy) | | | |
| | | | | | | |
| | | | EGM approval date: | (//) | | |
| | | | (dd/mm/yyyy) | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | Class of shares issuable | e e | | |
| | | | (Note 1) | | | |
| 10 | Other | State | | | | |
| 10. | (Please specify) | At price : State | Issue and allotment | (/ /) | | |
| | (Flease specify) | currency | date : (dd/mm/yyyy) | | | |
| | | | | | | l |
| | | | EGM approval date: | (//) | | |
| | | | (dd/mm/yyyy) | | | |
| | | | | | | |
| | | | Total E. (| Ordinary share | s) Nil | |
| | | | | reference share | · | • |
| | | | (| (Other class | · | • |
| | | | | (Other Class | 5) 111 | . |
| | | | | | | |

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

| Submitted by: | Sin Ke | |
|---------------|--|--|
| Title: | Director | |
| (Directo | tor, 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.*