



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31/05/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Mandarin Holdings LimitedDate Submitted 04/06/2012**I. Movements in Authorised Share Capital****1. Ordinary Shares**

| | | | |
|--|------------------------|----------------------------|---|
| (1) Stock code : <u>00009</u> Description : <u>Ordinary Shares</u> | | | |
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | <u>10,000,000,000</u> | <u>0.10</u> | <u>1,000,000,000.00</u> |
| Increase/(decrease) | <u>---</u> | | <u>---</u> |
| Balance at close of the month | <u>100,000,000,000</u> | <u>0.01</u> | <u>1,000,000,000.00</u> |
| (2) Stock code : <u>N/A</u> Description : _____ | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | | |
|-------------------------------------|--------------------------|--|---|--|
| Stock code : | <u>N/A</u> | Description : | <u></u> | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) | |
| 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> | |

3. Other Classes of Shares

| | | | | |
|-------------------------------------|--------------------------------|--|---|--|
| Stock code : | <u>N/A</u> | Description : | <u></u> | |
| | 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 | <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\$*) : 1,000,000,000.00

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 | 3,433,183,998 | --- | --- | --- |
| Increase/ (decrease) during the month | (3,089,865,599) | --- | --- | --- |
| Balance at close of the month | 343,318,399 | --- | --- | --- |

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. N/A | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | | | | | |
| 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 (HK\$) | | | | 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 |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 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 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 Bonds | HK\$ | 52,000,000 | - | 52,000,000 | - | 15,072,463 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$3.45 | | | | | |
| SGM approval date (if applicable) (dd/mm/yyyy) | (24/01/2011) | | | | | |
| 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) | | | | | 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 <div>(/ /) shares (<i>Note 1</i>)</div> | | |
| 2. <div>(/ /) shares (<i>Note 1</i>)</div> | | |
| 3. <div>(/ /) shares (<i>Note 1</i>)</div> | | |
| 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) | (/ /) | |
| | | | | N/A | |
| 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) | (/ /) | |
| | | | | N/A | |
| 3. Placing | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | AGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | N/A | |
| 4. Bonus issue | | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | 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 |
|---|--|---|
| <div> <div>5. Scrip dividend</div> <div> <div>At price : State currency</div> <div>_____</div> </div> </div> | <div> <div>Class of shares issuable (Note 1)</div> <div>_____</div> </div> <div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>(/ /)</div> </div> <div> <div>EGM approval date: (dd/mm/yyyy)</div> <div>(/ /)</div> </div> | <div>N/A</div> |
| <div>6. Repurchase of shares</div> | <div> <div>Class of shares repurchased (Note 1)</div> <div>_____</div> </div> <div> <div>Cancellation date : (dd/mm/yyyy)</div> <div>(/ /)</div> </div> <div> <div>EGM approval date: (dd/mm/yyyy)</div> <div>(/ /)</div> </div> | <div>N/A</div> |
| <div>7. Redemption of shares</div> | <div> <div>Class of shares redeemed (Note 1)</div> <div>_____</div> </div> <div> <div>Redemption date : (dd/mm/yyyy)</div> <div>(/ /)</div> </div> <div> <div>EGM approval date: (dd/mm/yyyy)</div> <div>(/ /)</div> </div> | <div>N/A</div> |
| <div> <div>8. Consideration issue</div> <div> <div>At price : State currency</div> <div>_____</div> </div> </div> | <div> <div>Class of shares issuable (Note 1)</div> <div>_____</div> </div> <div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>(/ /)</div> </div> <div> <div>EGM approval date: (dd/mm/yyyy)</div> <div>(/ /)</div> </div> | <div>N/A</div> |

| 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 |
|---|--|--|---|
| <p>9. Capital reorganisation</p> <p>Share consolidation: the consolidation of every 10 issued and unissued shares of HK\$0.10 each into 1 consolidated share of HK\$1.00 each</p> <p>Capital reduction: the reduction of the nominal value of the issued share capital of the Company from HK\$1.00 per consolidated share to HK\$0.01 per adjusted share by way of cancellation of HK\$0.99 of the paid up capital on each consolidated share</p> <p>Share subdivision: each of the authorised but unissued shares of HK\$0.10 each in the share capital of the Company being subdivided into ten adjusted shares of HK\$0.01 each</p> | <p>Class of shares issuable <u>Ordinary</u> (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (24/05/2012)</p> <p>SGM approval date: (dd/mm/yyyy) (23/05/2012)</p> | | <p>N/A</p> |
| <p>10. Other (Please specify)</p> | <p>At price : State currency</p> <p>Class of shares issuable _____ (Note 1)</p> | | <p>N/A</p> |

For Main Board and GEM listed issuers

| | | 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 | | 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) | N/A |
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| 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: Law Kee, Alice

Title: 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.*