

### 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 Mandarin Holdings Limited			
Date Submitted	03/09/2012			

#### I. Movements in Authorised Share Capital

1. Ordinary Shares					
(1) Stock code : 0009 Descri	ption :	ion : Ordinary Shares			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding month	100,000,000,000	0.01	1,000,000,000.00		
Increase/(decrease)					
Balance at close of the month	100,000,000,000	0.01	1,000,000,000.00		
(2) Stock code : <u>N/A</u> Descri	ption :				
	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 :	N/A	Descrip	otion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pro	eceding 1	month			
Increase/(decrease)					
Balance at close of the	e month				

#### 3. Other Classes of Shares

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

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	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	686,636,798				
Increase/ (decrease) during the month					
Balance at close of the month	686,636,798				

III. Details of Movements in Issued Share Capital

option scheme       issuer issued during       issuer which i         including EGM       Movement during the month       the month pursuant       issued pursuant         (dd/mm/yyyy) and       issued issued       Granted       Exercised       Cancelled       Lapsed         1. N/A       Image: State s	Share Options (under	Share Option	Schemes of the	Issuer)			
(dd/mm/yyyy) and	including EGM				the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
class of shares issuable       Granted       Exercised       Cancelled       Lapsed         1. N/A			Movement duri	ng the month			as at close of the month
issuable       Granted       Exercised       Cancelled       Lapsed         1. N/A							
$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$		Granted	Exercised	Cancelled	Lapsed		
(       /							
(Note 1)         3.         ( / / )         shares         (Note 1)         Total A. (Ordinary shares)         N/A         (Preference shares)         N/A         (Other class)         N/A	( / / ) shares (Note 1) 2.						
shares       N/A         (Note 1)       Total A. (Ordinary shares)         (Preference shares)       N/A         (Other class)       N/A	(Note 1)						
Total A.(Ordinary shares)N/A(Preference shares)N/A(Other class)N/A	shares						
(Preference shares)N/A(Other class)N/A	(INOTE I)		T.		omy chonoc)	NT/A	
(Other class) N/A			10				
	T		at farmer		iner class)	IN/A	
Total funds raised during the month from exercise         of options (HK\$)       N/A		uring the mo	nth from exerc		N/A		

Warrants to Issue Shares of the Is	suer which are t	to be Listed			T of Mull Dould		
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal va close o preceding	of 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
1. N/A							
( / / ) 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.	( / /	' )					
( / / )							
Class of shares issuable ( <i>Note 1</i> ) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	')					
			Total B.		nary shares)	N/A	
					ence shares) Other class)	N/A N/A	-
				(		11/1	

For Main Board and GEM listed issuers

#### For Main Board and GEM listed issuers

Convertibles (i.e. Convertible	into Shares of the I	ssuer which are to	be Listed)			a 155a015
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	_	21,443,298
Stock code (if listed)		52,000,000		52,000,000		21,443,270
Class of shares issuable ( <i>Note 1</i> ) Subscription price SGM approval date	Ordinary Share HK\$2.425	S				
(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.	( 7 7 )					
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)	( / / )					
	( , , )		Total C. (Ordi	nary shares)	NIL	_
			(Prefere	ence 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)

	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),	thereto	as at close of the month
if applicable, and class of shares issuable:		
1. N/A		
( / / )		
shares (Note 1)		
2.		
( / / ) shares ( <i>Note 1</i> )		
3.		
5.		
( / / )		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

	Type of Issue	issued Share Capital				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		~~~~				montin
			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)			N/A	
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			SGM approval date:	( / /	)		
			(dd/mm/yyyy)			N/A	
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			AGM approval date:	( / /	)		
			(dd/mm/yyyy)			N/A	
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	NI/A	
						N/A	

	For Main Board and GEM listed issuers		
	No. of new	No. of	
	shares of issuer	new	
	issued during the	shares of	
	month pursuant	issuer	
	thereto	which	
		may be	
		issued	
		pursuant	
		thereto as	
		at close	
		of the	
Type of Issue		month	

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

			Ι	For Main Boa	rd and GEM listed No. of new shares of issuer issued during the month pursuant thereto	No. of new
	Type of Issue					month
			Class of shares issuable (Note 1)			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			SGM approval date: (dd/mm/yyyy)	( / / )		
					<u>N/A</u>	
			Class of shares issuable			
			(Note 1)			
10.	Other (Please specify)	At price : State currency	<ul> <li>Issue and allotment date : (dd/mm/yyyy)</li> </ul>	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	
				Ordinary share		
			(Pr	eference share (Other clas		

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		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)			

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Remarks	(if	any)	:
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Submitted by: Law Kee, Alice
Title: Director (Director, Secretary or other duly authorised officer)
(Director, Secretary of other dury autionsed 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.