



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

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sheen Tai Holdings Group Company Limited

Date Submitted 04/02/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>1335</u> Description : <u>Ordinary share</u>			
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>8,000,000,000</u>	<u>0.0025</u>	<u>20,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>8,000,000,000</u>	<u>0.0025</u>	<u>20,000,000</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 : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <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 ( <i>State currency</i> )	Authorised share capital ( <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*) :

**HKD20,000,000**

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## 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>2,007,690,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,007,690,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</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		
<u>1. Pre-IPO</u>						
<u>Share Option</u>						
<u>Scheme adopted on 22 June 2012</u>						
Ordinary shares	-	-	-	-	-	2,310,000
(Note 1)						
<u>2. Share Option</u>						
<u>Scheme adopted on 22 June 2012</u>						
Ordinary shares	-	-	-	-	-	11,680,000
(Note 1)						
<u>3. N/A</u>						
( / / )						
shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)			<u>Nil</u>			

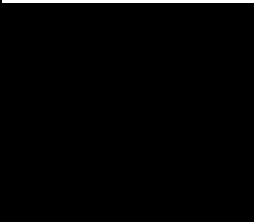
## Warrants to Issue Shares of the Issuer which are to be Listed

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. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
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 issued on 30 June 2014 with a principal amount of HK\$165,000,000 due 2017	HK\$	70,000,000	0	70,000,000	0	168,878,166
Stock code (if listed)	--					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.4145					
EGM approval date (if applicable) (dd/mm/yyyy)	( 12 / 06 / 2014 )					
2. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
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	

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
<p>1. On 12 October 2015, the Company (as purchaser) entered into a sale and purchase agreement with Li Xiu Yun (as vendor), Mr. Bao Guang Qing, Mr. Du Jian Feng, Mr. Hu Yu Rui and Mr. Mei Jin Ping (as guarantors), pursuant to which the Company conditionally agreed to purchase and Li Xiu Yun conditionally agreed to sell the entire issued share capital of Rise Power Limited at a consideration of HK\$90,000,000. The consideration shall be satisfied by the Company issuing to Li Xiu Yun (or her nominee(s)) convertible bonds convertible into 72,000,000 ordinary shares of the Company at the initial conversation price of HK\$1.25 (subject to adjustment). For details, please refer to the announcements of the Company dated 12 October 2015 and 31 December 2015.</p> <p>( / / ) Ordinary shares (Note 1)</p>		<p>N/A</p>
<p>2. N/A</p> <p>( / / ) shares (Note 1)</p>		

## 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
2.	Open offer	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	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	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
5.	Scrip dividend	At price : State currency _____	_____ Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
8.	Consideration issue	At price : State currency _____	_____ Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (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
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>
10. Other (Please specify) Over-allotment Option	At price : HKD _____ Class of shares issuable ordinary <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<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):

On 4 April 2014, the Company entered into a sale and purchase agreement (supplemented by a supplemental deed dated 16 May 2014) with Mr. Guo Yumin for the acquisition of the entire issued share capital of Sheen Tai International Investment Ltd. (the entire issued share capital in the Target Company at a consideration of HK\$165,000,000. Completion took place on 30 June 2014 and the consideration was settled by the Company issuing to Mr. Guo convertible bonds in the principal amount of HK\$165,000,000, convertible into 99,517,490 shares of the Company at the initial conversion price of HK\$1.658 (subject to adjustment). In July 2014, the Company early repay an aggregate principal amount of HK\$95,000,000 under the convertible bonds in accordance with its terms. For further details, please refer to the circular of the Company dated 21 May 2014 and the announcement of the Company dated 30 June 2014.

Submitted by: Bau Siu Fung

Title: Executive Director and 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.*