



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) :** 31 May 2011

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Hong Kong Energy (Holdings) Limited

 Date Submitted 7 June 2011
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

 (1) Stock code : 987 Description : Ordinary Shares

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>9,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$90,000,000.00</u>
Increase/(decrease)	<u>---</u>		<u>---</u>
Balance at close of the month	<u>9,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$90,000,000.00</u>

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

	No. of ordinary 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	_____	_____	_____

## 2. Preference Shares

Stock code :	---	Description :	Preference Shares	
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		6,000,000,000	HK\$0.01	HK\$60,000,000.00
Increase/(decrease)		---		---
Balance at close of the month		6,000,000,000	HK\$0.01	HK\$60,000,000.00

## 3. Other Classes of Shares

Stock code :	N/A	Description :		
		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 (State currency) : HK\$150,000,000.00



## 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. Bonus Warrant	HKD	14,408,872.34	12,871,341.00	0	48,388,500	0
				(Expiry of Warrant)		(Expiry of Warrant)
(13/05/2011)						
Stock code (if listed)		748				
Class of shares issuable (Note 1)		Ordinary Shares				
Subscription price		HK\$0.266				
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )		(Adjusted on 1 June 2010, with retroactive effect from the commencement of the day immediately following 29 April 2010)		
2. Bonus Warrant	HKD	46,008,202.20	14,637,923.40	31,370,278.80	24,396,539	52,283,798
(08/06/2011)						
Stock code (if listed)		795				
Class of shares issuable (Note 1)		Ordinary Shares				
Subscription price		HK\$0.60				
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 (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B. (Ordinary shares)					<b>72,785,039</b>	
(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. Zero Coupon Convertible Note	RMB	73,500,000	0	73,500,000	0	82,126,965
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$1.0113 (Adjusted on 1 June 2010, with retroactive effect from the commencement of the day immediately following 29 April 2010)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/12/2009)					
2. Preference Shares ("CPS")	HKD	16,851,700.68	0	16,851,700.68	0	1,685,170,068
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	At an initial conversion rate of 1 CPS to 1 ordinary share					
EGM approval date (if applicable) (dd/mm/yyyy)	(26/07/2010)/ (22/11/2010)					
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 (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	0	
				(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. _____ _____ _____ ( / / ) shares (Note 1)	N/A	N/A
2. _____ _____ _____ ( / / ) shares (Note 1)		
3. _____ _____ _____ ( / / ) 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				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	
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	
3.	Placing	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	
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	

## 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 : ( / / ) EGM approval date: ( / / )	N/A	
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : ( / / ) EGM approval date: ( / / )	N/A	
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : ( / / ) EGM approval date: ( / / )	N/A	
8.	Consideration issue	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : ( / / ) EGM approval date: ( / / )	N/A	



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					
9. Capital reorganisation			Class of shares issuable _____ (Note 1)		
			Issue and allotment date : ( / / ) (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)		N/A
10. Other (Please specify)	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
				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)	<b>72,785,039</b>
	(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>		

