

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/1/2014

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | TIANGONG INTERNATIONAL COMPANY LIMITED |
|----------------|--|
| Date Submitted | 5 February 2014 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>0826</u> Descrip | ption : | | |
|--------------------------------------|------------------------|----------------------------------|---|
| | No. of ordinary shares | Par value (US\$) | Authorised share capital (US\$) |
| Balance at close of preceding month | 4,000,000,000 | 0.0025 | 10,000,000 |
| Increase/(decrease) | - | | - |
| Balance at close of the month | 4,000,000,000 | 0.0025 | 10,000,000 |
| (2) Stock code : <u>N/A</u> Descrip | 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 : | <u>N/A</u> | Description : | | | |
|-------------------|-------------|---------------|-------------------|----------------------------------|---|
| | | • | reference ares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close | of precedir | g month | | | |
| Increase/(decreas | se) | | | | |
| Balance at close | of the mon | th | | | |

3. Other Classes of Shares

| Stock code : <u>N/A</u> Descri | ption : | | |
|-------------------------------------|--------------------------------|----------------------------------|---|
| | 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 (US\$): **10,000,000**

II. Movements in Issued Share Capital

| | No. of ordina | ary shares | No of preference | No. of other classes |
|--|----------------|------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 1, 941,160,000 | | N/A | N/A |
| Increase/ (decrease) during the month | 6,040,000 | | N/A | N/A |
| Balance at close of the month | 1, 947,200,000 | | N/A | N/A |

III. Details of Movements in Issued Share Capital

| Share Options (under | Share Option 3 | Schemes of the I | ssuer) | | | |
|------------------------|----------------|------------------|---------------|--------------|----------------------|--------------------------|
| Particulars of share | | | | | 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 thereto |
| approval date | | Movement durin | ng the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | | 0 | | | |
| class of shares | | F · 1 | G 11 1 | x 1 | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Share Option | | | | | | |
| Scheme adopted | | | | | | |
| on 07/07/2007 - | | | | | | |
| On 28/01/2011, | | | | | | |
| options to | | | | | | |
| subscribe for | | | | | | |
| 19,880,000 shares | | | | | | |
| of US\$0.0025 | | | | | | |
| each (adjusted as a | | | | | | |
| result of share | | | | | | |
| subdivision as at | | | | | | |
| 24/05/2011) at | | | | | | |
| HK\$1.275 per | | | | | | |
| share were | | | | | | |
| granted. | | | | | | |
| Ordinary shares | - | 6,040,000 | - | - | 6,040,000 | 3,080,00 |
| (Note 1) | | | | | | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | То | tal A. (Ordin | arv shares) | N/A | |
| | | | | nce shares) | N/A | |
| | | | | Other class) | N/A | |
| Total funds raised dur | ing the month | from evercise of | | | • • | |
| options (State currenc | | from exercise of | | N/A | | |
| options (State current | <i>y)</i> | | | 11/11 | | |

Share Options (under Share Option Schemes of the Issuer)

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised Nominal value during the at close of the month month | | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|--|-------------------|--|
| <u>1.</u> | | | | |
| (/ /) 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. | (/ /) | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | |
| | Total | B. (Ordinary shares) (Preference shares) (Other class) | N/A N/A N/A | |

| Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new shares of issuer which are to be Listed) No. of new shares of the issuer which are to be Converted amount are loss of the month pursuant thereto as at the the thereto as at the the the the the the the the the th | C | | 1.1.1 | | For Main Board and GEM listed issuers | | | |
|---|--|--------------------|---------------------------------|-------------------------|---------------------------------------|---|---|--|
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) 2. | Class and description | Currency of amount | Amount at close of preceding | Converted during the | close of the | shares of issuer issued during the month pursuant | shares of issuer which may be issued pursuant thereto as at close of the | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy)) (_ / / _) 2. | 1. | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy)) (_ / / _) 2. | | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy)) (_ / / _) 2. | | | | | | | | |
| EGM approval date (if applicable) (d/mn/yyyy) (/ / / _) 2. | Class of shares issuable (Note 1) | | | | | | | |
| Stock code (if listed) | EGM approval date (if applicable) | (/ /) | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. | <u>2.</u> | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) (/ / /) 3. | Class of shares issuable (<i>Note 1</i>) | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. | EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. | | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. | Class of shares issuable (<i>Note 1</i>) | | | | | | | |
| Stock code (if listed) | EGM approval date (if applicable) | (/ /) | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | <u>4.</u> | _ | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | Stock code (if listed) | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | Class of shares issuable (Note 1) | | | | | | | |
| (Preference shares) N/A | EGM approval date (if applicable) | (/ /) | | | | | | |
| | | | , | | | | | |
| | | | | | | | | |

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

| | 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 |
|----|---------------|------------------------------|--|-------|---|--|---|
| | | | Class of shares issuable | | | | |
| | | | (Note 1) | | ` | | |
| 1. | Rights issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 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 | | F | For M | lain B | Boar | d and GEM lis No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of |
|----|----------------------|------------------------------|---|-------|--------|------|---|----------------------|
| | | | | | | | | |
| 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) | | / | | | |
| 6. | Repurchase of shares | | Class of shares repurchased (<i>Note 1</i>) 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 (Note 1) | | | | | |
| 8. | Consideration issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | / |) | | |
| | | | | | | | | |

| | | | | For Main Boar | d and GEM lis | sted 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 |
| | •• | | Class of shares issual (Note 1) | ble | | |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | | | |
| | | | Class of shares issual (<i>Note 1</i>) | ble | | |
| 10. | Other (Please specify) | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | Total E. | (Ordinary share (Preference share (Other clas | s) 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 |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Remarks (if any):

Submitted by: Lee Man Yin

 Company Secretary (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.