



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer TIANGONG INTERNATIONAL COMPANY LIMITED

Date Submitted 3 June 2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 0826 Description : _____

| | No. of ordinary shares | Par value (US\$) | Authorised share capital (US\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>4,000,000,000</u> | <u>0.0025</u> | <u>10,000,000</u> |
| Increase/(decrease) | <u>-</u> | | <u>-</u> |
| Balance at close of the month | <u>4,000,000,000</u> | <u>0.0025</u> | <u>10,000,000</u> |

(2) Stock code : N/A 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 (*US\$*) : **10,000,000**

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 | <u>2,220,080,000</u> | | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>-</u> | | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>2,220,080,000</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 | | |
| 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 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>3,080,000</u> |
| (Note 1) | | | | | | |
| 2. Share Option Scheme adopted on 7/7/2007 - on 17/1/2014, options to subscribe for 9,057,000 shares of US\$0.0025 each at HK\$2.50 per share were granted. | | | | | | |
| Ordinary shares | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>9,002,000</u> |
| (Note 1) | | | | | | |

| 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 | | |
| 3. Share Option Scheme adopted on 7/7/2007 - on 18/8/2014, options to subscribe for 22,147,000 shares of US\$0.0025 each at HK\$1.78 per share were granted. | | | | | | |
| Ordinary shares | 22,147,000 | - | - | - | - | 22,147,000 |
| (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 (State currency) | | | | 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. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| 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. | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| 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 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 |
|---|--|--|---|
| 1. | Unlisted warrants to subscribe for 40,000,000 ordinary shares of US\$0.0025 each at an initial exercise price of RMB2.07 per share of US\$0.0025 (subject to adjustment pursuant to the terms of the Instrument) within 3 years from the date of issue, pursuant to general mandate granted at the 2013 AGM. | | |
| | (Note 1) | Nil | 40,000,000 |
| 2. | Unlisted warrants to subscribe for 70,000,000 ordinary shares of US\$0.0025 each at an initial exercise price of RMB1.3593 per share of US\$0.0025 (subject to adjustment pursuant to the terms of the Instrument) within 1 years from the date of issue, pursuant to general mandate granted at the 2014 AGM. | | |
| | (Note 1) | Nil | 70,000,000 |
| 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 _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | _____ | _____ |
| 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) | (/ /) | |
| | | | | _____ | _____ |
| 3. Placing | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | _____ | _____ |
| 4. Bonus issue | | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | _____ | _____ |

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

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 | <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p> | | |
| 10. Other (Please specify) | <p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p> | | |
| 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 |
| (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

Title: 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.*