



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

For the month ended (dd/mm/yyyy) : 31/05/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Skyway Securities Group Limited

Date Submitted 01/06/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>1141</u> Description : <u>SKYWAY SEC</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>100,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$1,000,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>100,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$1,000,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	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	_____	_____	_____





## 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. Warrants 2017 (13/02/2017)	HK\$	HK\$243,750,268.60	HK\$1,364,229.20	HK\$242,386,039.40	13,642,292	2,423,860,394
Stock code (if listed)	1153					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.10 (Subject to Adjustments)					
SGM approval date (if applicable) (dd/mm/yyyy)	(13/01/2016)					
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)					13,642,292	
(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. 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 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 4 March 2016, the Purchaser, a wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor in relation to the acquisition of the Sale Share and the Sale Loan by the Purchaser for an aggregate consideration of HK\$ 218,000,000, of which HK\$7,000,000 will be satisfied in cash as Deposit and as to the remaining balance of HK\$211,000,000 shall be satisfied by the allotment and issue of the 1,300,000,000 Consideration Shares by the Company at the Issue price of HK\$ 0.14 per Consideration Share to the Vendor and by issue of the Promissory Notes in the principal amount of HK\$29,000,000. For details, please refer to the Company's announcement dated 4 March 2016 and circular dated 11 May 2016.</p> <p style="text-align: right;">(SGM: 27/05/2016) Ordinary shares (<i>Note 1</i>)</p>	NIL	1,300,000,000
<p>2. On 3 May 2016 (after trading hours), the Placing Agent, a wholly owned subsidiary of the Company, entered into the Placing Agreement with the Company pursuant to which the Company has agreed place through the Placing Agent, on a best effort basis, up to 2,550,000,000 Placing Shares at the Placing Price of HK\$0.18 per Placing Share to not less than six Placees who and whose beneficial owners shall be Independent Third Parties. For details, please refer to the Company's announcement dated 3 May 2016 in relation to placing of new shares under specific mandate.</p> <p style="text-align: right;">(Subject to approval at SGM) shares (<i>Note 1</i>)</p>	NIL	NIL
<p>3. N/A</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p>Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p>NIL N/A N/A</p>	

## Other Movements in Issued Share Capital

Other Movements in 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					
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) _____	( / / ) ( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
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) _____	( / / ) ( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
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) _____	( / / ) ( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
4.	Bonus issue		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>

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 ( <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>
6.	Repurchase of shares	Class of shares repurchased ( <i>Note 1</i> ) _____ 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 ( <i>Note 1</i> ) _____ 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 ( <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>



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> ) _____ ( / / ) Effective date of share subdivision : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)	N/A	N/A
10. Other (Subscription of New Shares) ( <i>see Remarks</i> )	At price : State currency <u>HK\$0.18</u> Class of shares issuable ( <i>Note 1</i> ) <u>Ordinary Shares</u> Issue and allotment date : (dd/mm/yyyy) (13/05/2016) EGM approval date: (dd/mm/yyyy) (N/A)	<u>1,450,000,000</u>	<u>NIL</u>
Total E. (Ordinary shares)		<u>1,450,000,000</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>1,463,642,292</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 3 May 2016 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 1,450,000,000 new Shares at the Subscription Price of HK\$0.18 per Subscription Share. The Subscription Price will be settled by the Subscriber by way of set off against the outstanding principal amount of the Promissory Notes, which amounts HK\$261,000,000 as at 3 May 2016. For details, please refer to the Company's announcement dated 3 May 2016 in relation to subscription of new shares under general mandate.

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Submitted by: Ng Kwok Leung

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.*