



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 30/06/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer TIANGONG INTERNATIONAL COMPANY LIMITEDDate Submitted 5 July 2016**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 0826 Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(US\$) | Authorised share<br>capital<br>(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<br>shares   | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|-----------------------------|----------------------------------|---|
| Balance at close of preceding month | <u>                    </u> | <u>                    </u>      | <u>                    </u>                     |
| Increase/(decrease)                 | <u>                    </u> |                                  | <u>                    </u>                     |
| Balance at close of the month       | <u>                    </u> | <u>                    </u>      | <u>                    </u>                     |

## 2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code :                        | <u>N/A</u>                  | Description :                              | _____  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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 shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| 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>9,002,000</u> | <u>-</u>   | <u>-</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  |
| (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.  |  |  |   |
|   |  |  |   |
|   |  |  |   |
|   |  |  |   |
|   |  |  |   |
|   |  |  |   |
|   |  |  |   |
| 3.  |  |  |   |
|   |  |  |   |
|   |  |  |   |
|   | ( / / )  |  |   |
|   | shares (Note 1)  |  |   |
| 4.  |  |  |   |
|   |  |  |   |
|   |  |  |   |
|   | ( / / )  |  |   |
|   | 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 _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |

|               |                         |                              |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------|---|--|---|
| Type of Issue |                         |                              |   |  |   |
| 5.            | Scrip dividend          | At price : State<br>currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div> | ( / / )  |   |
| 6.            | Repurchase of<br>shares |                              | <div>Class of shares repurchased _____<br/>(Note 1)</div> <div>Cancellation date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>                      | ( / / )  |   |
| 7.            | Redemption of<br>shares |                              | <div>Class of shares redeemed _____<br/>(Note 1)</div> <div>Redemption date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>                           | ( / / )  |   |
| 8.            | Consideration issue     | At price : State<br>currency | <div>_____</div> <div>Class of shares issuable _____<br/>(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

|                               |  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-------------------------------|--|--|---|
| Type of Issue                 |  |  |   |
| 9. Capital<br>reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br><br>Issue and allotment date : (dd/mm/yyyy)<br><br>EGM approval date: (dd/mm/yyyy)  | ( / / )  | ( / / )   |
| 10. Other<br>(Please specify) | At price : State currency _____<br><br>Class of shares issuable _____<br><i>(Note 1)</i><br><br>Issue and allotment date : (dd/mm/yyyy)<br><br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 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 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remarks (if any):

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Submitted by: Lee Johnly

Title: 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.*