

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2016

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | TIANGONG INTERNATIONAL COMPANY LIMITED |
|----------------|--|
| Date Submitted | 4 August 2016 |

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> Descrij | otion : | | |
| | 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 : | N/A | Description : | | |
|-------------------|-------------|--------------------------|----------------------------------|---|
| | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close | of precedin | 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 | 2,220,080,000 | | N/A | N/A |
| | | | | |
| Increase/ (decrease) during the month | <u> </u> | | N/A | N/A |
| Balance at close of the month | 2,220,080,000 | | N/A | N/A |

III. Details of Movements in Issued Share Capital Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme | T | | , | | No. of new shares of issuer issued during | No. of new shares of issuer which may be |
|---|----------|------------------|---------------|-------------|---|--|
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date | | Movement during | the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | | | | | |
| class of shares | | | | | | |
| 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 | - | | - | 3,080,000 | - | - |
| (Note 1) | | | | | | |
| 2. 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) | | | | · | | |
| | | Tota | al A. (Ordina | ary shares) | N/A | |
| | | | | nce shares) | N/A | |
| | | | | ther class) | N/A | |
| Total funds raised dur options (State currenc | | from exercise of | × × | N/A | | |
| options (state currenc | y) | | | 1N/A | | |

| | | | | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto as at |
|-------------------------------|-------------|------------------|------------|-----------------|---|---|
| | Currency of | Nominal value at | Exercised | Nominal value | thereto | close of the |
| Description of warrants | nominal | close of | during the | at close of the | | month |
| (Date of expiry - dd/mm/yyyy) | value | preceding month | month | month | | |
| <u>1.</u> | | | | | | |
| | | | | | | |
| | | <u> </u> | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | Total | | nary shares) | N/A | _ |
| | | | (Prefere | ence 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) | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy)) | | | | | | |
| 2. | | | | | | |
| | _ | | | | | |
| | _ | | | | | |
| Stock code (if listed) | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| · ··· · · · · · · · · · · · · · · · · | | | | | | Į |

| | For Main Board and GEM listed issuers | | | | | |
|--|---------------------------------------|--|----------------------------------|------------------------------------|--|--|
| 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 |
| 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) | (/ /) | | - 10 (0 !! | | NT (h | |
| | | | Total C. (Ordir (Prefere | nary shares) ence shares) | N/A 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 | _ | |
| | _ | |
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| | I OI Main Doald a | In OLIVI IIsten Issuers |
|----------------------------|-------------------|-------------------------|
| 3. | | |
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| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| | | |
| 4. | | |
| | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| | | |
| (Other class) | N/A | |
| | | |
| | | |

| Ot | her Movements in l | ssued 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 |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 1. | Rights issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 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) | (/ / |) | | |
| L | | | | | | | |

| | | F | For Main Board and GEM listed issuers | | |
|----|---------------|---|---------------------------------------|---------------|----------------------------|
| | | | | No. of new | No. of new |
| | | | | shares of | shares of |
| | | | | issuer issued | |
| | | | | during the | may be |
| | | | | month | issued |
| | | | | pursuant | pursuant |
| | | | | thereto | thereto as at close of the |
| | Type of Issue | | | | month |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | Class of shares issuable $(N_{a,b}, I_{a,b})$ | | - | |
| | | (Note 1) | | | |
| 4 | Deve a local | Issue and allotment | (/ / |) | |
| 4. | Bonus issue | date : (dd/mm/yyyy) | | | |
| | | | (/ / |) | |
| | | EGM approval date: | (/ / |) | |
| | | (dd/mm/yyyy) | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| 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) | Ordinary_ (/ /) (/ /) |
| 7. | Redemption of shares | | Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) |

| | | | 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 |
| | | | | | |
| | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | | - | |
| 8. | Consideration issue At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | | - | |
| 9. | Capital reorganisation | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | |
| | | Class of shares issuable (Note 1) | | | |
| 10. | Other (Please specify) At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | Total E. (1 | Ordinary sh | ares) N/A | |
| | | | reference sh | ares) N/A | - |
| | | | (Other c | lass) <u>N/A</u> | - |

| 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 Johnly

 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.