

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/10/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer : HongDa Financial Holding Limited

Date Submitted : 03/11/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>01822</u>	Description :	<u>Ordinary Shares</u>	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>20,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$200,000,000</u>
Increase/(decrease)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>20,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$200,000,000</u>
(2) Stock code :	<u>N/A</u>	Description :	<u></u>	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>	<u></u>

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	6,481,375,000	N/A	N/A	N/A
Increase /(decrease)	-	N/A	N/A	N/A
Balance at close of the month	6,481,375,000	N/A	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 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 27/11/2009. (ordinary shares) (Note 1)	0	0	0	0		0
2. Share option scheme adopted on 03/06/2016 (ordinary shares) (Note 1)	0	0	0	0		0
3. (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)						

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. Unlisted Warrants	HKD	0	0	16,807,500	0	152,795,454
(30/10/2017)						
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.11					
EGM approval date (if applicable) (dd/mm/yyyy)	(01/06/2012)					
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 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. 2018 Convertible bonds issued (Announcement dated 3 May 2016)	HKD	100,000,000	-	100,000,000	-	285,714,285
Stock code (if listed)	N/A					
Class of shares issuable (Note 2)	Ordinary					
Subscription price	HK\$0.35					
AGM approval date (if applicable) (dd/mm/yyyy)	(26/06/2015)					
2. 2019 Convertible bonds issued (Announcement dated 3 May 2016)	HKD	100,000,000	-	100,000,000	-	285,714,285
Stock code (if listed)	N/A					
Class of shares issuable (Note 3)	Ordinary					
Subscription price	HK\$0.35					
AGM approval date (if applicable) (dd/mm/yyyy)	(26/06/2015)					
3.						
Stock code (if listed)						
Class of shares issuable (Note 4)						
Subscription price						
Listing approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (Note 4)						
Subscription price						
Listing 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. On 11 August 2011, pursuant to the Supply Chain Management Agreement, the Company granted 62,250,000 Option Shares under the general mandate. For more details, please refer to the announcements dated 11 August 2011, 19 March 2013 and 24 January 2014. (/ /) Ordinary shares (Note 1)	0	101,519,537
2. Pursuant to the completion of the connected placing on 15 June 2015, the Company has granted to the Placee the Options which will carry rights to subscribe for up to 800,000,000 Option Shares at the initial exercise price of HK\$0.26 per Option Share upon exercise of such Options within the Exercise Period commencing on the Initial Issue Date (i.e. 15 June 2015) and ending on the last day of the twenty-fourth (24th) month from the Initial Issue Date (both days inclusive). For more details, please refer to the announcements dated 27 March 2015 and 15 June 2015 and the circular dated 28 April 2015. (18/05/2015) Ordinary shares (Note 1)	0	400,000,000
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) <u>N/A</u> 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) <u>N/A</u> 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) <u>N/A</u> Issue and allotment date: (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4.	Bonus issue		Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

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

9. Capital reorganisation	Class of shares issuable <u>N/A</u> (Note 1)		
	Issue and allotment date: (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
10. Other (Please specify) At price : State currency _____	Class of shares issuable <u>N/A</u> (Note 1)		
	Issue and allotment date: (dd/mm/yyyy)	(/ /)	
	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):

Submitted by: LEUNG, Joseph Cho-Tak

Title: 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.*