

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing Limited					
	Smart Holdings Limit	ed			
Date Submitted 03/02/	2015				
I. Movements in Authorised Share Ca	pital				
1. Ordinary Shares					
(1) Stock code : <u>1348</u> Desc	ription: Ordinary	shares			
	No. of ordinary shares	Par value (USD)	Authorised share capital (USD)		
Balance at close of preceding month	500,000,000	0.0001	50,000		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	500,000,000	0.0001	50,000		
(2) Stock code : <u>N/A</u> Desc	ription : <u>N/A</u>				
	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					

31/01/2015

	nares			
Stock code:	N/A Desc	ription: N/A		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	e of preceding month			
Increase/(decrea	ase)			
Balance at close	e of the month			
3. Other Classes	of Choras			
5. Other Classes	s of Shares			
Stock code:		ription : <u>N/A</u>		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Stock code:		No. of other	(State	capital
Stock code:	N/A Desc	No. of other	(State	capital

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	e No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	288,000,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	0	N/A	N/A	N/A		
Balance at close of the month	288,000,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Share Options (under	Share Option	Schemes of the	Issuer)				
Cdd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed	option scheme including EGM		Movement duri	ng the month		issuer issued during the month pursuant	issuer which may be issued pursuant thereto	
Share	(dd/mm/yyyy) and -		1010 veinent dari	ng the month		-		
1. Share								
Option scheme		Granted	Exercised	Cancelled	Lapsed			
	1. Share							
Ordinary shares Nil Nil Nil Nil Nil 10,800,000	option scheme							
Ordinary shares Nil Nil Nil Nil Nil 10,800,000								
(Note 1) 2. N/A				2711		2711	10.000.000	
2. N/A (/ /) shares (Note 1) 3. N/A (/ /) shares (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) N/A (Other class) N/A Total funds raised during the month from exercise of		Nil	Nil	Nil	Nil	Nil	10,800,000	
(/ /) shares (Note 1) 3. N/A (/ /) shares (Note 1) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of	(Note 1)							
Note 1 3. N/A	2. N/A							
Note 1 3. N/A								
Note 1 3. N/A								
Note 1 3. N/A	(/ /)							
3. N/A (/ /) shares (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) N/A (Other class) N/A Total funds raised during the month from exercise of								
Total A. (Ordinary shares) (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) N/A N/A Total funds raised during the month from exercise of	(Note 1)							
	3. N/A							
	(/ /)							
$(Preference shares) \frac{N/A}{(Other class)} \frac{N/A}{N/A}$ Total funds raised during the month from exercise of	(Note 1)		_	1.1. (0.1)				
(Other class) $\overline{\text{N/A}}$ Total funds raised during the month from exercise of			To	·	•			
Total funds raised during the month from exercise of				· ·				
				·	Other class)	N/A		
options (State currency) Nil			from exercise of					
1	options (State currenc	cy)		Nil				

Warrants to Issue Shares of the Is	ssuer which are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal v nominal close of value preceding	of during the	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. N/A	_				
	=				
					<u> </u>
(/ /) Stock code (if listed) Class of shares					
issuable (Note 1)					
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	(/ /)				
3. 1771	-				
	- 				
Stock code (if listed) Class of shares					
issuable (Note 1)					
Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy)	(/ /)				
4. N/A	_				
	=				
(/ /)					-
Ct = -1 = = -1 = (:£1:=t=-1)					
Class of shares					
issuable (<i>Note 1</i>) Subscription price		<u> </u>			
EGM approval date					
(if applicable)					
(dd/mm/yyyy)	(/ /)	,			
			nary shares) <u>N/A</u>		_
		· ·	ence shares) N/A		-
		(Other class) N/A	<u> </u>	-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 58,000,000 1. Convertible Notes HKD Nil Nil Nil 14,180,929 (due 2016) Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary Subscription price HKD4.09 EGM approval date (if applicable) (dd/mm/yyyy)) (N/A)2. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) N/A N/A (Other class)

For Main Board and GEM listed issuers 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. <u>N/A</u>		
(/ /) shares (Note 1)		
2. N/A		
(/ /)shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

						No. of new shares of issuer issued during the month pursuant thereto	issuer which may be issued pursuant thereto as at close of the
	Type of Issue						month
			Class of shares issuable (Note 1)	N/A		-	
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(44.22.2.2.3)			N/A	N/A
			Class of shares issuable	N/A		-	
2.	Open offer	At price : State currency	(Note 1) Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)	N/A		-	
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)	N/A		-	
4.	Bonus issue		Issue and allotment 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	
			Class of shares issuable (Note 1)	N/A		-	
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares redeemed (Note 1)	N/A		-	
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)	N/A		-	
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	For Main Board and GEM listed issuers
Type of Issue	No. of new shares of issuer issued during the month pursuant thereto as close of the month
Class of sh (Note 1)	shares issuableN/A
O. Capital Issue and a reorganisation date: (dd/s	l allotment (/ /) l/mm/yyyy)
EGM appr (dd/mm/yy	proval date: (/ /) yyyy) N/A N/A
Class of sh (Note 1)	shares issuable N/A
0. Other (Please specify) At price: State Issue and a	l allotment (/ /) l/mm/yyyy)
EGM appr (dd/mm/yy	proval date: (/ /) yyyy) N/A N/A
	Total E. (Ordinary shares) $\frac{N/A}{N/A}$ (Preference shares) $\frac{N/A}{N/A}$
Total increase / (decrease) in ordinary shares during the month (i.e	
	(2) N/A
Total increase / (decrease) in preference shares during the month (i	

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):
Submitted by: Lau Ho Ming, Peter
Title: Executive Chairman
(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.