

2. Preference Shares

Stock code : <u> N/A </u>	Description : <u> N/A </u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
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 : <u> N/A </u>		
	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
(USD) :

150,000

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>1,474,232,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>-</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,474,232,000</u>	<u>N/A</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						
(03/01/2013)						
Ordinary shares	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>134,291,600</u>
(Note 1)						
2.						
(/ /)						
shares						
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (HKD)			<u>NIL</u>			

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. N/A						
(/ /)						
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 (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 B. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

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. Convertible Notes						
(due 2020)						
	HKD	80,000,000	NIL	80,000,000	NIL	205,128,205
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Conversion	HKD0.39 per share					
Subscription price	(subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
2. Convertible Notes						
(due 2020)						
	HKD	30,000,000	NIL	30,000,000	NIL	76,923,076
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Conversion	HKD0.39 per share					
Subscription price	(subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
			Total C. (Ordinary shares)	NIL		
			(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>Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the joint announcement of the Issuer dated 12 October 2018.</p> <p>1. On 11 October 2018, the Issuer and the Subscribers entered into the Restated Subscription Agreement, pursuant to which the Issuer conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 415,908,000 Shares, for an aggregate consideration of HK\$145,567,800 in cash at the Subscription Price of HK\$0.35 per Share.</p> <p>On 29 November 2018, the Issuer, the Offeror, Subscriber A, Subscriber B and Zhongtai Financial International Limited ("New Offeror") entered into a deed of novation in relation to the Restated Subscription Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Restated Subscription Agreement with effect from 29 November 2019.</p> <p>On 31 January 2019, as additional time is required for the fulfillment of certain condition of the Subscription Conditions, the parties entered into a side letter to the Restated Subscription Agreement to extend the long stop date for fulfillment of the conditions precedent to 30 April 2019 or such other date as agreed by the parties.</p> <hr/> <p>For details, please refer to joint announcements of the Issuer and the Offeror or the New Offeror dated 12 October 2018, 29 November 2018 and 31 January 2019 respectively.</p> <hr/> <p style="text-align: center;">EGM approval date (16 / 01 /2019) Ordinary shares (Note 1)</p>	NIL	415,908,000
<p>2. On 23 February 2018, the Issuer (as purchaser) and ZTI Financial (as vendor) entered into the ZTI Capital Agreement pursuant to which the Issuer conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and ZTI Financial conditionally agreed to dispose of, all issued shares of ZTI Capital at completion of the ZTI Agreements for a consideration of HK\$30,000,000.in cash.</p> <hr/> <p>On the same date, the Issuer (as purchaser) and Zhongtai Financial International (as vendor) entered into the ZTI Asset Management Agreement pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and Zhongtai Financial International conditionally agreed to dispose of, all issued shares of ZTI Asset Management at completion of the ZTI Agreements for a consideration of HK\$102,000,000.in cash.</p> <p>On 11 October 2018, the Issuer (as purchaser) and ZTI Financial (as vendor) entered into a supplemental agreement to revise and amend certain terms of the ZTI Capital Agreement . The consideration for the ZTI Capital Acquisition, being HK\$30,000,000, shall be satisfied by the allotment and issue by the Issuer to the Offeror (as the designated nominee of ZTI Financial) 85,714,286 new Shares, credited as fully paid, at an issue price of</p>	NIL	85,714,286

approximately HK\$0.35 per Share, at completion of the ZTI Capital Agreement.

On 11 October 2018, the Issuer (as purchaser) and Zhongtai Financial International (as vendor) entered into a supplemental agreement (to revise and amend certain terms of the ZTI Asset Management Agreement). The consideration for the ZTI Asset Management Acquisition, being HK\$102,000,000, shall be satisfied by the allotment and issue by the Issuer to the Offeror (as the designated nominee of Zhongtai Financial International) 291,428,571 new Shares, credited as fully paid, at an issue price of approximately HK\$0.35 per Share, at completion of the ZTI Asset Management Agreement.

NIL

291,428,571

On 29 November 2018, the Issuer also entered into supplemental agreements with ZTI Financial and the New Offeror respectively to revise certain terms of the ZTI Capital Agreement and the ZTI Asset Management Agreement, pursuant to which the consideration for the ZTI Acquisitions shall be satisfied by the allotment and issue of Consideration Shares to the New Offeror (as, where appropriate, the designated nominee of ZTI Financial).

On 31 January 2019, as additional time is required for the fulfillment of certain conditions precedent of the relevant ZTI Agreements, the parties to each of the Agreements respectively entered into a side letter to the relevant Agreement to extend the long stop date for fulfillment of the conditions precedent to 30 April 2019 or such other date as agreed by the parties.

For details, please refer to joint announcements of the Issuer and the Offeror or the New Offeror dated 25 February 2018, 12 October 2018, 29 November 2018 and 31 January 2019 respectively.

	EGM approval date (16 / 01 / 2019)		
	Ordinary shares (Note 1)		
3.			
	(/ /)		
	shares (Note 1)		
	Total D. (Ordinary shares)	NIL	
	(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) (/ /)	<u>N/A</u>	<u>N/A</u>
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) (/ /)	<u>N/A</u>	<u>N/A</u>
3.	Placing	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) (/ /)	<u>N/A</u>	<u>N/A</u>
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) (/ /)	<u>N/A</u>	<u>N/A</u>

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) <u>N/A</u> Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) <u>N/A</u> 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 (Note 1) <u>N/A</u> 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 (Note 1) <u>N/A</u> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>

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 (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u> N/A </u>	<u> N/A </u>
10. Other (Please specify) 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) (/ /)	<u> N/A </u>	<u> N/A </u>
		Total E. (Ordinary shares)	<u> N/A </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> NIL </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>		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

