



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Innovative Finance Group Limited

Date Submitted 01/02/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|--|---------------------------|--|--|
| (1) Stock code : <u>412</u> Description : <u>Ordinary Shares</u> | | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>2,000,000,000,000</u> | <u>HK\$0.00025</u> | <u>HK\$500,000,000.00</u> |
| Increase/(decrease) | <u>-</u> | | <u>-</u> |
| Balance at close of the month | <u>2,000,000,000,000</u> | <u>HK\$0.00025</u> | <u>HK\$500,000,000.00</u> |
| (2) Stock code : <u>N/A</u> Description : <u>N/A</u> | | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

3. Other Classes of Shares

| | | | |
|-------------------------------------|--------------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

Total authorised share capital at the end of the month (HK\$) : **500,000,000.00**

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>19,304,830,365</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>5,617,977</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>19,310,448,342</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. Date of grant: (05 / 12 / 2014) Exercise price: HK\$0.42 Share option scheme approved on (18 / 08 / 2014) Ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 169,400,000 |
| 2. N/A (/ /) shares (Note 1) | | | | | | |
| 3. N/A (/ /) shares (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | <u>Nil</u> | |
| | | | (Preference shares) | | <u>N/A</u> | |
| | | | (Other class) | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | | | <u>N/A</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 (<i>Note 1</i>) | | | | | | |
| 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 | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| 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. Convertible bonds | | | | | | |
| Issue date : (28/10/2015) | | | | | | |
| Interest: 8% per annum | | | | | | |
| Maturity Date: (27/10/2018) | US\$ | 50,000,000 | Nil | 50,000,000 | Nil | 573,529,411 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Conversion price | HK\$0.68 | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy) | (18 / 09 / 2015) | | | | | |
| 2. Convertible bonds | | | | | | |
| Issue date : (24/12/2015) | | | | | | |
| Interest: 8% per annum | | | | | | |
| Maturity Date: (22/12/2018) | US\$ | 40,000,000 | Nil | 40,000,000 | Nil | 433,333,333 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$0.72 | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy) | (18 / 09 / 2015) | | | | | |
| 3. Convertible bonds | | | | | | |
| Issue date : (31/12/2015) | | | | | | |
| Interest: 7% per annum | | | | | | |
| Maturity Date: (30/12/2017) | US\$ | 40,000,000 | Nil | 40,000,000 | Nil | 433,333,333 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$0.72 | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy) | (18 / 09 / 2015) | | | | | |
| 4. N/A | | | | | | |
| 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) | 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>1. S&P Agreement dated 8 April 2015 (as supplemented by the supplemental agreement dated 29 July 2015) to issue Base Consideration Shares of 2,361,112,121 Listco Shares, the maximum number of 1st Additional Consideration Shares of 390,606,061 Listco Shares and the maximum number of 2nd Additional Consideration Shares of 781,212,121 Listco Shares, being a total of 3,532,930,303 Listco Shares at an issue price of HK\$0.66 as consideration for the acquisition. For details, please refer to the Company's announcement dated 10 April 2015 and circular dated 30 July 2015.</p> <p style="text-align: right;">approved at the SGM on (18 / 08 / 2015)</p> <p style="text-align: right;">ordinary shares (<i>Note 1</i>)</p> | | <p style="text-align: right;">390,606,061 (1st Additional Consideration Shares)</p> <p style="text-align: right;">781,212,121 (2nd Additional Consideration Shares)</p> |
| <p>2. N/A</p> <p style="text-align: right;">(/ /) shares (<i>Note 1</i>)</p> | | |
| <p>3. N/A</p> <p style="text-align: right;">(/ /) shares (<i>Note 1</i>)</p> | | |
| <p style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</p> | <p style="text-align: center;">Nil</p> <p style="text-align: center;">N/A</p> <p style="text-align: center;">N/A</p> | |

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 _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 4. | Bonus issue | 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) (/ /) | <u>N/A</u> | <u>N/A</u> |

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

For Main Board and GEM listed issuers

| | | | | 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 | |
|---------------|--------------------------|---------------------------|-------------|--|---|------------|
| Type of Issue | | | | | | |
| 9. | Capital reorganisation | 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> | <u>N/A</u> |
| 10. | Other (Emolument shares) | At price : State currency | <u>HK\$</u> | Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) (06/01/2016) SGM approval date: (dd/mm/yyyy) (08/12/2015) | <u>5,617,977</u> | <u>N/A</u> |
| | | | | Total E. (Ordinary shares) | <u>5,617,977</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>5,617,977</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> | | |

Remarks (if any):

Submitted by: Lau Yau Chuen Louis

Title: 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.*