



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) :** 30/4/2012

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Smart Union Group (Holdings) Limited

 Date Submitted 04/05/2012
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

 (1) Stock code : 2700 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>4,000,000,000</u>      | <u>HK\$ 0.01</u>                           | <u>HK\$ 40,000,000</u>                                   |
| Increase/(decrease)                 | _____                     |  | _____  |
| Balance at close of the month       | <u>4,000,000,000</u>      | <u>HK\$ 0.01</u>                           | <u>HK\$ 40,000,000</u>                                   |

 (2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____                     |  | _____  |
| Increase/(decrease)                 | _____                     |  | _____  |
| Balance at close of the month       | _____                     |  | _____  |

## 2. Preference Shares

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

Total authorised share capital at the end of the month *(State currency)* :

**HK\$ 40,000,000**

\_\_\_\_\_

## 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>658,007,900</u><br><u>shares of</u><br><u>HK\$0.01 each</u> | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>246,000,000</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>904,007,900</u><br><u>shares of</u><br><u>HK\$0.01 each</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. N/A   | -                         | -         | -                          |        |  | 0   |
| ( / / )<br>shares  |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
| 2.   |                           |           |                            |        |  |   |
| ( / / )<br>shares  |                           |           |                            |        |  |   |
| (Note 1)   |                           |           |                            |        |  |   |
| 3.   |                           |           |                            |        |  |   |
| ( / / )<br>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 (State currency)                            |                           |           |                            |        | <u>N/A</u>   |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 2.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 3.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 4.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(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. <u>Convertible bonds with 5% interest per annum, issued on 7/11/2011 and maturing on 7/11/2013</u> | <u>HKD</u>                     | <u>69,930,000</u>                  | <u>45,510,000</u>          | <u>24,420,000</u>            | <u>246,000,000</u>   | <u>132,000,000</u>  |
| Stock code (if listed)  | <u>N/A</u>                     |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )  | <u>Ordinary</u>                |                                    |                            |                              |  |   |
| Subscription price  | <u>HK\$0.185</u>               |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)  | <u>(16/09/2011)</u>            |                                    |                            |                              |  |   |
| 2.  |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)  |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )  |                                |                                    |                            |                              |  |   |
| Subscription price  |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)  | <u>( / / )</u>                 |                                    |                            |                              |  |   |
| 3.  |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)  |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )  |                                |                                    |                            |                              |  |   |
| Subscription price  |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)  | <u>( / / )</u>                 |                                    |                            |                              |  |   |
| 4.  |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)  |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )  |                                |                                    |                            |                              |  |   |
| Subscription price  |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)  | <u>( / / )</u>                 |                                    |                            |                              |  |   |
|   |                                |                                    |                            | Total C. (Ordinary shares)   | <u>246,000,000</u>   |   |
|   |                                |                                    |                            | (Preference shares)          | <u>N/A</u>   |   |
|   |                                |                                    |                            | (Other class)                | <u>N/A</u>   |   |

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. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 2.<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 3.<br><br><br><br>( / / )<br>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 _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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  | 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 _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>N/A  | _____<br>N/A |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased (Note 1) _____<br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | _____<br>N/A  | _____<br>N/A |
| 7.            | Redemption of shares |                                 | Class of shares redeemed (Note 1) _____<br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | _____<br>N/A  | _____<br>N/A |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____<br>N/A  | _____<br>N/A |



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 |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                                    | ( / / )<br><br>( / / )   | <u>N/A</u><br><br><u>N/A</u>  |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br><br>( / / )   | <u>N/A</u><br><br><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>246,000,000</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> |     |                    |

