 香 港 交 易 所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   30/11/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   **Sino-Tech International Holdings Limited**

Date Submitted   **01/12/2014**

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : **724** Description :	**Ordinary shares**		
	No. of ordinary shares	Par value **(HK$)**	Authorised share capital **(HK$)**
Balance at close of preceding month	**30,000,000,000**	**0.01**	**300,000,000**
Increase/(decrease)	**Nil**		**Nil**
Balance at close of the month	**30,000,000,000**	**0.01**	**300,000,000**

(2) Stock code : **N/A** Description :			
	No. of ordinary shares	Par value **(HK$)**	Authorised share capital **(HK$)**
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

	No. of preference shares	Par value (HK$)	Authorised share capital (HK$)
Stock code : **N/A** Description :			
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

3. Other Classes of Shares

	No. of other classes of shares	Par value (HK$)	Authorised share capital (HK$)
Stock code : **N/A** Description :			
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month **(HK$)** :　　**300,000,000**

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	**11,966,698,582**	**N/A**	**N/A**	**N/A**
Increase/ (decrease) during the month	**Nil**	**N/A**	**N/A**	**N/A**
Balance at close of the month	**11,966,698,582**	**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. **2002 Share Option Scheme (28/11/2002) Exercise price: HK$0.305 Ordinary shares** *(Note 1)*	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**173,655,790**
2. **2002 Share Option Scheme (28/11/2002) Exercise price: HK$0.098 Ordinary shares** *(Note 1)*	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**791,994,700**
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 options **(HK$)**   **Nil**

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 (dd/mm/yyyy) (if applicable)						
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)   **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. Zero Coupon Convertible Notes (See Remark 1)	**HK$**	**302,400,000**	**Nil**	**302,400,000**	**Nil**	**2,520,000,000**
Stock code (if listed)	**N/A**					
Class of shares issuable *(Note 1)*	**Ordinary Shares**					
Subscription price	**HK$0.12**					
EGM approval date (if applicable) (dd/mm/yyyy))	**(9 /11 /2009)**					
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)	**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
1. **N/A** (/ /) shares *(Note 1)*		
2. **N/A** (/ /) shares *(Note 1)*		
3. **N/A** (/ /) shares *(Note 1)*		
Total D. (Ordinary shares)	**N/A**	
(Preference shares)	**N/A**	
(Other class)	**N/A**	

Other Movements in Issued Share Capital

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

	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 Class of shares issuable **N/A** *(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 **N/A** *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
Total E. (Ordinary shares) **Nil** (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)	**Nil**
	(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**
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Remark 1:

It was announced on 14 November 2014 that the Company and the Noteholder entered into the Deed of Variation, pursuant to which it is agreed that, subject to the fulfillment of conditions precedent, (i) the maturity date of the outstanding Convertible Notes in the principal amount of HK$302,400,000 will be extended from 15 November 2014 to 31 December 2016; and (ii) the Original Conversion Price of HK$0.12 per Share will be adjusted to the Conversion Price of HK$0.035 per Share. For details, please refer to the announcements dated 14 November 2014 and 17 November 2014.

Submitted by: **Huang Hanshui**

Title: **Executive director**

(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.*