

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/12/2015</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | AVIC Joy Holdings (HK) Limited |
|----------------|--------------------------------|
| Date Submitted | 06/01/2016                     |

I. Movements in Authorised Share Capital

| (1) Stock code : 0260   | Descrip | otion :                              | ORDINARY SHARES                  |   |  |
|---|---------|--------------------------------------|----------------------------------|---|--|
|   |         | No. of ordinary shares               | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |
| Balance at close of preceding   | month   | N/A                                  |                                  |   |  |
| Increase/(decrease)   |         |                                      |                                  |   |  |
| Balance at close of the month   |         |                                      |                                  |   |  |
|   |         |                                      |                                  |   |  |
| (2) Stock code : N/A  | Descrip | ntion :                              |                                  |   |  |
| (2) Stock code : <u>N/A</u>   | Descrip | ntion :<br>No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |
|   |         | No. of ordinary                      | Par value<br>(State              | Authorised share capital                        |  |
| (2) Stock code : <u>N/A</u><br>Balance at close of preceding<br>Increase/(decrease) |         | No. of ordinary                      | Par value<br>(State              | Authorised share capital                        |  |

## 2. Preference Shares

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

## 3. Other Classes of Shares

| Stock code : <u>N/A</u> Descr       | iption :                       |                                  |   |
|-------------------------------------|--------------------------------|----------------------------------|---|
|                                     | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(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 (State currency) :
 N/A

## II. Movements in Issued Share Capital

|  | No. of ordinary shares |     | No of preference | No. of other classes |
|--|------------------------|-----|------------------|----------------------|
|  | (1)                    | (2) | shares           | of shares            |
| Balance at close of preceding month      | 5,943,745,741          |     |                  |                      |
| Increase/ (decrease)<br>during the month |                        |     |                  |                      |
| Balance at close of the month            | 5,943,745,741          |     |                  |                      |

| Share Options (under S | Share Option Scheme | es of the Iss | uer)      |              |                      |                         |
|------------------------|---------------------|---------------|-----------|--------------|----------------------|-------------------------|
| Particulars of share   |                     |               |           |              | No. of new shares of | No. of new shares of    |
| option scheme          |                     |               |           |              | issuer issued during | issuer which may be     |
| including EGM          |                     |               |           |              | the month pursuant   | issued pursuant thereto |
| approval date          | Mover               | nent during   | the month |              | thereto              | as at close of the      |
| (dd/mm/yyyy) and —     |                     | 0             |           |              |                      | month                   |
| class of shares        |                     |               |           |              |                      |                         |
| issuable               | Granted Exe         | rcised        | Cancelled | Lapsed       |                      |                         |
| 1. Share Option        |                     |               |           |              |                      |                         |
| Scheme adopted         |                     |               |           |              |                      |                         |
| on 15/4/2005           |                     |               |           |              |                      |                         |
| Exercise price:        |                     |               |           |              |                      |                         |
| HK\$0.227              |                     |               |           |              |                      |                         |
| (01/06/2010)           |                     |               |           |              |                      |                         |
| Ordinary shares        |                     |               |           |              |                      | 236,250,000             |
|                        |                     |               |           |              |                      | 230,230,000             |
| (Note 1)               |                     |               |           |              |                      |                         |
| 2. Share Option        |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
| Scheme adopted         |                     |               |           |              |                      |                         |
| on 15/4/2005           |                     |               |           |              |                      |                         |
| Exercise price:        |                     |               |           |              |                      |                         |
| HK\$0.236              |                     |               |           |              |                      |                         |
| (30/05/2011)           |                     |               |           |              |                      |                         |
| Ordinary shares        |                     |               |           |              |                      | 8,980,000               |
| (Note 1)               |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
| 3.                     |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
| ( / / )                |                     |               |           |              |                      |                         |
| shares                 |                     |               |           |              |                      |                         |
| (Note 1)               |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
| 4.                     |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
|                        |                     |               |           |              |                      |                         |
| ( / / )                |                     |               |           |              |                      |                         |
| shares                 |                     |               |           |              |                      |                         |
| (Note 1)               |                     |               |           |              |                      |                         |
| (1.010 1)              |                     |               |           |              |                      |                         |
|                        |                     | Tota          | A. (Ordin | ary shares)  | 0                    |                         |
|                        |                     |               |           | ence shares) | N/A                  |                         |
|                        |                     |               |           | Other class) | N/A                  |                         |
| Total funds raised du  | ring the month fro  | mexercise     |           |              | 1 1/ 2 1             |                         |
| of options (HK\$)      | and the month mo    |               |           | 0            |                      |                         |
| or options (TIK\$)     |                     |               |           | U            |                      |                         |

Share Options (under Share Option Schemes of the Issuer)

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of<br>nominal<br>value | Nominal va<br>close o<br>preceding | of du    | xercised<br>uring 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  |                                 |                                    |          |                                |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date | ·                               |                                    |          |                                |  |  |  |
| (if applicable)<br>(dd/mm/yyyy)   | ( / /                           | )                                  |          |                                |  |  |  |
| 2.  | ( , , ,                         | ,                                  |          |                                |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)   |                                 |                                    |          |                                |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )                                  |          |                                |  |  |  |
| 3.  |                                 |                                    |          |                                |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)   |                                 |                                    |          |                                |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )                                  |          |                                |  |  |  |
| 4.  |                                 |                                    |          |                                |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)   |                                 |                                    |          |                                |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )                                  |          |                                |  |  |  |
|   |                                 |                                    | Total B. | (Prefere                       | nary shares)<br>ence shares)<br>Other class) | N/A<br>N/A<br>N/A  | -  |

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of issuer shares of issuer issued during which may be issued pursuant the month pursuant thereto thereto as at Currency of Amount at close close of the amount of preceding Converted during Amount at close month Class and description outstanding month the month of the month 1. Convertible note\* HK\$ \$51,775,872 \$51,775,872 225,112,486 ------Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary Shares HK\$0.23 (adjusted) Subscription price EGM approval date EGM (if applicable) (12/01/2012)(dd/mm/yyyy)) (03/03/2015)2. Convertible bonds HK\$ \$115,000,000 ---\$115,000,000 575,000,000 ---Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary Shares HK\$0.20 Subscription price EGM approval date (if applicable) AGM (dd/mm/yyyy) (21/06/2013) 3. Convertible note\* HK\$ \$223,230,492.40 --- \$223,230,492.40 1,138,931,082 ---Stock code (if listed) N/A Class of shares issuable (Note 1) **Ordinary Shares** Subscription price HK\$0.196 (adjusted) EGM approval date (if applicable) EGM (dd/mm/yyyy) (28/10/2014) 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) 0 N/A (Preference shares) 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)

|   | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
|---|--|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | thereto  | as at close of the month   |
|   |  |  |
| 1. N/A  |  |  |
| ( / / )   |  |  |
| shares (Note 1)   |  |  |
|   |  |  |
| 2.  |  |  |
|   |  |  |
| ( / / )   |  |  |
| shares (Note 1)   |  |  |
|   |  |  |
| 3.  |  |  |
|   |  |  |
| ( / / )   |  |  |
| shares (Note 1)   |  |  |
|   |  |  |
| Total D. (Ordinary shares)  | N/A  |  |
| (Preference shares)   | N/A  |  |
| (Other class)   | N/A  |  |
|   |  | -<br>-<br>-  |

| C  |               | n Issued Share Capital |  |                           | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the |
|----|---------------|------------------------|--|---------------------------|--|--|
|    | Type of Issue |                        |  |                           |  | month  |
|    |               |                        | Class of shares issuable ( <i>Note 1</i> ) |                           |  |  |
| 1. | Rights issue  | At price : State       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )                   |  |  |
|    |               |                        | EGM approval date:<br>(dd/mm/yyyy)         | ( / / )                   |  |  |
|    |               |                        |  |                           | N/A  | <u>N/A</u>   |
|    |               |                        | Class of shares issuable ( <i>Note 1</i> ) |                           |  |  |
| 2. | Open offer    | At price : State       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )                   |  |  |
|    |               |                        | EGM approval date:<br>(dd/mm/yyyy)         | ( / / )                   | N/A  | <u>N/A</u>   |
|    |               |                        | Class of shares issuable ( <i>Note 1</i> ) | Ordinary<br><u>Shares</u> |  |  |
| 3. | Placing       | At price : State       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )                   |  |  |
|    |               |                        | AGM approval date:<br>(dd/mm/yyyy)         | ( / / )                   | N/A  | N/A  |
|    |               |                        | Class of shares issuable ( <i>Note 1</i> ) |                           |  |  |
| 4. | Bonus issue   |                        | Issue and allotment<br>date : (dd/mm/yyyy) | (//)                      |  |  |
|    |               |                        | EGM approval date:<br>(dd/mm/yyyy)         | ( / / )                   | N/A  | N/A  |
|    |               |                        |  |                           |  | 11/7   |

|    | Type of Issue        |            |                     |   |       |   | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------------|------------|---------------------|---|-------|---|--|---|
| 5. | Scrip dividend       | At price : | State               | Class of shares issuable ( <i>Note 1</i> )<br>Issue and allotment | ( / / | ) |  |   |
|    |                      |            | currency —          | date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | <u>N/A</u>  |
|    |                      |            |                     | Class of shares repurchased ( <i>Note 1</i> )                     |       |   |  |   |
| 6. | Repurchase of shares |            |                     | Cancellation date : (dd/mm/yyyy)                                  | ( / / | ) |  |   |
|    |                      |            |                     | EGM approval date:<br>(dd/mm/yyyy)                                | ( / / | ) | N/A  | <u>N/A</u>  |
|    |                      |            |                     | Class of shares redeemed ( <i>Note 1</i> )                        |       |   |  |   |
| 7. | Redemption of shares |            |                     | Redemption date :<br>(dd/mm/yyyy)                                 | ( / / | ) |  |   |
|    |                      |            |                     | EGM approval date:<br>(dd/mm/yyyy)                                | ( / / | ) | N/A  | <u>N/A</u>  |
|    |                      |            |                     | Class of shares issuable (Note 1)                                 |       |   |  |   |
| 8. | Consideration issue  | At price : | State<br>currency — | Issue and allotment<br>date : (dd/mm/yyyy)                        | ( / / | ) |  |   |
|    |                      |            |                     | EGM approval date:<br>(dd/mm/yyyy)                                | ( / / | ) | N/A  | <u>N/A</u>  |

|     |                           |                  |  | For Main Board a  | and GEM listed iss | suers                      |
|-----|---------------------------|------------------|--|-------------------|--------------------|----------------------------|
|     |                           |                  |  |                   | No. of new         | No. of new                 |
|     |                           |                  |  |                   | shares of issuer   | shares of                  |
|     |                           |                  |  |                   | issued during      | issuer which               |
|     |                           |                  |  |                   | the month          | may be                     |
|     |                           |                  |  |                   | pursuant thereto   | issued                     |
|     |                           |                  |  |                   |                    | pursuant                   |
|     |                           |                  |  |                   |                    | thereto as at close of the |
|     | Type of Issue             |                  |  |                   |                    | month                      |
|     | Type of issue             |                  |  |                   |                    | montin                     |
|     |                           |                  | Class of shares issuabl ( <i>Note 1</i> )  | le                |                    |                            |
| 9.  | Capital reorganisation    |                  | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )           |                    |                            |
|     |                           |                  | EGM approval date: (dd/mm/yyyy)            | ( / / )           |                    |                            |
|     |                           |                  |  |                   | N/A                | <u>N/A</u>                 |
|     |                           |                  |  |                   |                    |                            |
|     |                           |                  | Class of shares issuabl ( <i>Note 1</i> )  | le                |                    |                            |
| 10. | Other<br>(Please specify) | At price : State | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )           |                    |                            |
|     |                           |                  | EGM approval date:                         | ( / / )           |                    |                            |
|     |                           |                  | (dd/mm/yyyy)                               |                   | N/A                | N/A                        |
|     |                           |                  | Total E.                                   | (Ordinary share   | es) N/A            |                            |
|     |                           |                  |  | (Preference share |                    | -                          |
|     |                           |                  |  | (Other class      | s) N/A             | _                          |
|     |                           |                  |  |                   |                    |                            |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | 0   |  |  |  |
|--|-----|-----|--|--|--|
|  | (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").) |     |     |  |  |  |

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Remarks (if any):

| Kellarks (II ally).   |
|---|
| * The number and conversion price of the convertible notes were adjusted as a result of the completion of the |
| top-up subscription on 15 May 2015. For details, please refer to the Company's announcements dated 7 May      |
| 2015, 15 May 2015 and 20 May 2015.  |
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|   |
|   |
| Submitted by: Wang Xiaowei  |
|   |
| Title: 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.