

For the month ended (dd/mm/yyyy):

## Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and Clearing Limited |   |                        |                                  |   |  |  |
|--|---|------------------------|----------------------------------|---|--|--|
| Name of Issuer Date Submitted                | China Ocean Industry Group Limited 3 April 2017 |                        |                                  |   |  |  |
| I. Movements in Authorised Share Capital     |   |                        |                                  |   |  |  |
| 1. Ordinary Shares                           |   |                        |                                  |   |  |  |
| (1) Stock code : <u>651</u>                  | Descript  | ion:                   | Chi (                            | Ocean Ind                                 |  |  |
|  |   | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |
| Balance at close of preceding n              | nonth _   | 20,000,000,000         | HK\$0.05                         | HK\$1,000,000,000.00                      |  |  |
| Increase/(decrease)                          | -   | N/A                    |                                  | N/A                                       |  |  |
| Balance at close of the month                | -   | 20,000,000,000         | HK\$0.05                         | HK\$1,000,000,000.00                      |  |  |
| (2) Stock code : N/A                         | Descript  | ion:                   | Ì                                | N/A                                       |  |  |
|  |   | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |
| Balance at close of preceding month          |   |                        |                                  |   |  |  |
| Increase/(decrease)                          | -   |                        |                                  |   |  |  |
| Balance at close of the month                |   |                        |                                  |   |  |  |

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

## II. Movements in Issued Share Capital

|  | No. of ordina  | No. of ordinary shares |                         |                                |  |  |
|--|----------------|------------------------|-------------------------|--------------------------------|--|--|
|  | (1)            | (2)                    | No of preference shares | No. of other classes of shares |  |  |
| Balance at close of preceding month      | 12,060,918,840 | N/A                    | N/A                     | N/A                            |  |  |
| Increase/ (decrease)<br>during the month | NIL            | N/A                    | N/A                     | N/A                            |  |  |
| Balance at close of the month            | 12,060,918,840 | N/A                    | N/A                     | N/A                            |  |  |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Share Options (under S | share Option S | chemes of the | issuei)       |        |                      |                         |
|------------------------|----------------|---------------|---------------|--------|----------------------|-------------------------|
| 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          |                | Movement duri | ing the month |        | thereto              | as at close of the      |
| (dd/mm/yyyy) and —     |                |               |               |        | _                    | month                   |
| class of shares        |                |               |               |        |                      |                         |
| issuable               | Granted        | Exercised     | Cancelled     | Lapsed |                      |                         |
| 1. Share Option        |                |               |               |        |                      |                         |
| Scheme                 |                |               |               |        |                      |                         |
| Exercise price:        |                |               |               |        |                      |                         |
| HK\$5.693              |                |               |               |        |                      |                         |
| GM approval date       |                |               |               |        |                      |                         |
| (27/05/2002)           |                |               |               |        |                      |                         |
| Ordinary shares        | NIL            | NIL           | NIL           | NIL    | N / A                | 6,324,000               |
| (Note 1)               |                |               |               |        |                      |                         |
|                        |                |               |               |        |                      |                         |
| 2. Share Option        |                |               |               |        |                      |                         |
| Scheme                 |                |               |               |        |                      |                         |
| Exercise price:        |                |               |               |        |                      |                         |
| HK\$4.523              |                |               |               |        |                      |                         |
| GM approval date       |                |               |               |        |                      |                         |
| (27/05/2002)           |                |               |               |        |                      |                         |
| Ordinary shares        | NIL            | NIL           | NIL           | NIL    | N / A                | 40,125,780              |
| (Note 1)               |                |               |               |        |                      |                         |
|                        |                |               |               |        |                      |                         |
| 3. Share Option        |                |               |               |        |                      |                         |
| Scheme                 |                |               |               |        |                      |                         |
| Exercise price:        |                |               |               |        |                      |                         |
| HK\$0.211              |                |               |               |        |                      |                         |
| GM approval date       |                |               |               |        |                      |                         |
| (27/06/2012)           |                |               |               |        |                      |                         |
| Ordinary shares        | NIL            | NIL           | NIL           | NIL    | N/A                  | 326,000,000             |
| (Note 1)               |                |               |               |        |                      |                         |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM      |                |                 |               |              | No. of new shares of issuer issued during the month pursuant | issuer which may be issued pursuant |
|---|----------------|-----------------|---------------|--------------|--|-------------------------------------|
| approval date (dd/mm/yyyy) and —                      |                | Movement during | ng the month  |              | thereto  | thereto as at close of the month    |
| class of shares                                       |                |                 |               |              |  | the month                           |
| issuable  | Granted        | Exercised       | Cancelled     | Lapsed       |  |                                     |
| 4. Share Option                                       |                |                 |               |              |  |                                     |
| Scheme  |                |                 |               |              |  |                                     |
| Exercise price:                                       |                |                 |               |              |  |                                     |
| HK\$0.280   |                |                 |               |              |  |                                     |
| GM approval date                                      |                |                 |               |              |  |                                     |
| (27/06/2012)  |                |                 |               |              |  |                                     |
| Ordinary shares (Note 1)                              | NIL            | NIL             | NIL           | NIL          | N/A  | 550,000,000                         |
| 5. Share Option                                       |                |                 |               |              |  |                                     |
| Scheme  |                |                 |               |              |  |                                     |
| Exercise price:                                       |                |                 |               |              |  |                                     |
| HK\$ GM approval date                                 |                |                 |               |              |  |                                     |
| GM approval date                                      |                |                 |               |              |  |                                     |
| shares  | NIL            | NIL             | NIL           | NIL          | N/A  | N/A                                 |
| (Note 1)  |                |                 |               |              |  |                                     |
| 6. Share Option                                       |                |                 |               |              |  |                                     |
| Scheme  |                |                 |               |              |  |                                     |
| Exercise price:                                       |                |                 |               |              |  |                                     |
| HK\$ GM approval date                                 |                |                 |               |              |  |                                     |
| shares  | NIL            | NIL             | NIL           | NIL          | N/A  | N/A                                 |
| (Note 1)  | IVIL           | NIL             |               | NIL          | IVA  | IVA                                 |
| 7. Share Option                                       |                |                 |               |              |  |                                     |
| Scheme  |                |                 |               |              |  |                                     |
| Exercise price:                                       |                |                 |               |              |  |                                     |
| HK\$ GM approval date                                 |                |                 |               |              |  |                                     |
| Ordinary shares                                       | NIL            | NIL             | NIL           | NIL          | N/A  | N/A                                 |
| (Note 1)  | IAIL           | NIL             | MIL           | MIL          | 11/11  | 11//73                              |
| 8. Share Option                                       |                |                 |               |              |  |                                     |
| Scheme  |                |                 |               |              |  |                                     |
| Exercise price: HK\$                                  |                |                 |               |              |  |                                     |
| GM approval date                                      |                |                 |               |              |  |                                     |
| ( / / )   |                |                 |               |              |  |                                     |
| shares  | NIL            | NIL             | NIL           | NIL          | N/A  | N/A                                 |
| (Note 1)  |                |                 | Potol A (O:1) | nowy alaa \  | NT / A   |                                     |
|   |                | Т               | otal A. (Ordi |              | N/A  |                                     |
|   |                |                 |               | ence shares) | N/A  |                                     |
| Fotal funds raised desire                             | a the month fo | om              | (             | Other class) | N / A  |                                     |
| Total funds raised durin<br>exercise of options (Stat |                | om              |               | N/A          | <u>.</u>   |                                     |

| Warrants to Issue Shares of the Is                              | suer which are to be Listed         | l           |   |  |  |
|---|-------------------------------------|-------------|---|--|--|
| Description of warrants (Date of expiry - dd/mm/yyyy)  1. N / A | Currency of Nominal value preceding | of during   | g the at close of the                   | 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 |
| ( / / )   | <del>-</del>                        | <del></del> |   |  | · -  |
| Stock code (if listed)  |                                     |             |   |  |  |
| Class of shares issuable (Note 1)                               |                                     |             |   |  |  |
| Subscription price  |                                     |             |   |  |  |
| EGM approval date (if applicable)                               |                                     |             |   |  |  |
| (dd/mm/yyyy)  | ( / / )                             |             |   |  |  |
| 2. N/A  | -                                   |             |   |  |  |
|   | =                                   |             |   |  |  |
| ( / / )   | <del></del>                         |             |   |  |  |
| Stock code (if listed) Class of shares                          |                                     |             |   |  |  |
| issuable (Note 1)   |                                     |             |   |  |  |
| Subscription price  |                                     |             |   |  |  |
| EGM approval date (if applicable)                               |                                     |             |   |  |  |
| (dd/mm/yyyy)  | ( / / )                             |             |   |  |  |
| 3 N/A   | -                                   |             |   |  |  |
|   | -<br>                               |             |   |  |  |
| ( / / ) Stock code (if listed)                                  |                                     |             |   |  |  |
| Class of shares   |                                     |             |   |  |  |
| issuable (Note 1)   |                                     |             |   |  |  |
| Subscription price EGM approval date                            |                                     |             |   |  |  |
| (if applicable)   |                                     |             |   |  |  |
| (dd/mm/yyyy)<br>4. N / A  | ( / / )                             |             |   |  |  |
|   | <del>-</del><br>-                   |             |   |  |  |
| ( / / )   |                                     |             |   |  | -  |
| Stock code (if listed)  |                                     |             |   |  |  |
| Class of shares   |                                     |             |   |  |  |
| issuable ( <i>Note 1</i> ) Subscription price                   |                                     |             |   |  |  |
| EGM approval date   |                                     |             |   |  |  |
| (if applicable)<br>(dd/mm/yyyy)                                 | ( / / )                             |             |   |  |  |
|   |                                     |             | (O. I                                   | ** / /   |  |
|   |                                     | Total B.    | (Ordinary shares)<br>Preference shares) | N/A<br>N/A   |  |
|   |                                     | (           | (Other class)                           |  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer which issuer issued during the may be issued month pursuant thereto as at pursuant Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month month month month Class and description outstanding 1. Convertible Bonds HK\$ 52,000,000.00 52,000,000.00 260,000,000 Stock code (if listed) N/AClass of shares issuable (Note 1) Ordinary Subscription price HK\$0.20 SGM approval date (if applicable) (dd/mm/yyyy)) (18/06/2014) Convertible Notes HK\$ 200,000,000.00 200,000,000.00 806,126,561 Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary Subscription price HK\$0.2481 AGM approval date (if applicable) (27/06/2014) (dd/mm/yyyy) Convertible Notes 2,150,000,000 HK\$ 387,000,000.00 387,000,000.00 Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary Subscription price Minimum: HK\$0.18 AGM approval date (if applicable) (dd/mm/yyyy) (29/06/2016) N/AStock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) N/AN/A(Other class)

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| tnan | under Share Option Schemes)   | No of non-1   | N C 1 C   |
|------|---|---|---|
| Ful  | l particulars including SGM approval date (dd/mm/yyyy),             | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|      | pplicable, and class of shares issuable:                            |   |   |
| 1.   | On 15 October 2015 (after trading hours), Brilliant Plus Holdings   |   |   |
|      | Limited ("the Purchaser") entered into the Sale and Purchase        |   |   |
|      | Agreement with Pacific Greatest Limited ("the Vendor") and Mr       |   |   |
|      | Tang WuQiang, Mr Ning JiZhong and Ms. Su RuLing being three         |   |   |
|      | of the shareholders of Success Capture Limited ("the Guarantors"),  |   |   |
|      | pursuant to which the Vendor has conditionally agreed to sell and   |   |   |
|      | transfer, and the Purchaser has conditionally agreed to acquire and |   |   |
|      | accept, the entire issued share capital of Success Capture Limited  |   |   |
|      | at an initial consideration of HK\$67,470,000, which shall be       |   |   |
|      | adjusted upward to a maximum of HK\$450,000,000 upon                |   |   |
|      | fulfillment of the Guarantee Profit. Following Completion of the    |   |   |
|      | Sale and Purchase Agreement on 4 December 2015, 259,500,000         |   |   |
|      | Consideration Shares have been issued and allotted to the Vendor    |   |   |
|      | (or its nominees), and Success Capture Limited has become a         |   |   |
|      | direct wholly-owned subsidiary of the Company. Pursuant to the      |   |   |
|      | Sale and Purchase Agreement, the remaining 1,470,500,000            |   |   |
|      | Consideration Shares will be issued and allotted to the Vendor      |   |   |
|      | (or its nominees) in the event that the Net Profit of the Target    |   |   |
|      | Group for the period from 1 January 2016 to 31 December 2016        |   |   |
|      | attained the Guarantee Profit of RMB60 million. For details, please |   |   |
|      | refer to the Company's Announcements dated 15 October 2015 and      |   |   |
|      | 4 December 2015 and Circular dated 12 November 2015.                |   |   |
|      | (28/11/2015)  |   |   |
|      | Ordinary shares (Note 1)  |   | 1,470,500,000   |
|      |   |   |   |
| 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   | -   |
|      |   |   | •   |
|      |   |   |   |

| Ot | her Movements in | Issued Share Capital      |   |  |   |
|----|------------------|---------------------------|---|--|---|
|    | Type of Issue    |                           |   | 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<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|    |                  |                           | Class of shares                                 |  |   |
|    |                  |                           | issuable (Note 1)                               |  |   |
| 1. | Rights issue     | At State price : currency | Issue and allotment ( / / ) date : (dd/mm/yyyy) | N/A  | N/A   |
|    |                  |                           | EGM approval date: ( / / ) (dd/mm/yyyy)         |  |   |
|    |                  |                           |   |  |   |
|    |                  |                           | Class of sharesissuable (Note 1)                |  |   |
| 2. | Open offer       | At State price : currency | Issue and allotment ( / / ) date : (dd/mm/yyyy) | N/A  | N/A   |
|    |                  |                           | AGM approval date: ( / / ) (dd/mm/yyyy)         |  |   |
|    |                  |                           |   |  |   |
|    |                  |                           | Class of sharesissuable (Note 1)                |  |   |
| 3. | Placing          | At State price : currency | Issue and allotment ( / / ) date:(dd/mm/yyyy)   | N/A  | N/A   |
|    |                  |                           | AGM approval date: ( / / ) (dd/mm/yyyy)         |  |   |
|    |                  |                           |   |  |   |
|    |                  |                           | Class of sharesissuable (Note 1)                |  |   |
| 4. | Bonus issue      |                           | Issue and allotment date: (dd/mm/yyyy)          | N/A  | N/A   |
|    |                  |                           | EGM approval date: ( / / ) (dd/mm/yyyy)         |  |   |
|    |                  |                           |   |  |   |

|    | Type of Issue        |                           |   |       |   | 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<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------------|---------------------------|---|-------|---|--|---|
|    | Type of issue        |                           | Class of shares                         |       |   |  |   |
|    |                      |                           | issuable (Note 1)                       |       |   |  |   |
| 5. | Scrip dividend       | At State price : currency | Issue and allotment date : (dd/mm/yyyy) | ( / / |   | N/A  | N/A   |
|    |                      |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                      |                           |   |       |   |  |   |
|    |                      |                           | Class of shares repurchased (Note 1)    |       |   |  |   |
| 6. | Repurchase of shares |                           | Cancellation date : (dd/mm/yyyy)        | ( / / | ) | N/A  | N/A   |
|    |                      |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                      |                           |   |       |   |  |   |
|    |                      |                           | Class of shares redeemed (Note 1)       |       |   |  |   |
| 7. | Redemption of shares |                           | Redemption date : (dd/mm/yyyy)          | ( / / | ) | N/A  | N/A   |
|    |                      |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                      |                           |   |       |   |  |   |
|    |                      |                           | Class of shares issuable (Note 1)       |       |   |  |   |
| 8. | Consideration issue  | At State price : currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) | N/A  | N/A   |
|    |                      |                           | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                      |                           |   |       |   |  |   |

|     | Type of Issue             |                           |   | 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<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----|---------------------------|---------------------------|---|--|---|
|     |                           |                           | Class of sharesissuable (Note 1)                |  |   |
| 9.  | Capital reorganisation    |                           | Issue and allotment date: (dd/mm/yyyy)          | N/A  | N/A   |
|     |                           |                           | EGM approval date: ( / / ) (dd/mm/yyyy)         |  |   |
|     |                           |                           |   |  |   |
|     |                           |                           | Class of sharesissuable (Note 1)                |  |   |
| 10. | Other<br>(Please specify) | At State price : currency | Issue and allotment ( / / ) date : (dd/mm/yyyy) | N/A  | N/A   |
|     |                           |                           | EGM approval date: ( / / ) (dd/mm/yyyy)         |  |   |
|     |                           |                           |   |  |   |
|     |                           |                           | Total E. (Ordinary shares                       | · ————   | / A   |
|     |                           |                           | (Preference shares                              | ·  | / A   |
|     |                           |                           | (Other class                                    | ) N  | / A   |
|     |                           |                           |   |  |   |
| To  | otal increase / (decrea   | ise) in ordinary shares   | during the month (i.e. Total of A to E):        | (1)  | N/A   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):         | (1)      | N/A            |
|---|----------|----------------|
|   | (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 Is      | sued Sha | re Capital").) |

| Remarks (if an | y):  |  |
|----------------|--|--|
| N/A            |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
|                |  |  |
| Submitted by:  | Ms Cheung Tin Shu                                      |  |
|                |  |  |
| Title:         | Company Secretary                                      |  |
|                | (Director, Secretary or other duly authorised officer) |  |
|                |  |  |
|                |  |  |
|                |  |  |

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

Notes:

1.

2.