

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 China Ocean Industry Group Limited  Date Submitted 1 November 2019					
I. Movements in Authorised Share Capit	I. Movements in Authorised Share Capital				
1. Ordinary Shares					
(1) Stock code : 651 Descrip	otion:	Chi (	Ocean Ind		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month	50,000,000,000	HK\$0.05	HK\$2,500,000,000.00		
Increase/(decrease)	(48,750,000,000)		(HK\$2,450,000,000.00)		
Balance at close of the month	1,250,000,000	HK\$0.04	HK\$50,000,000.00		
(2) Stock code : N/A Descrip	otion:	]	N / A		
	No. of ordinary shares	Par value (State 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 I	Description:	N/A		
	No. of preference shares	Par value (State currency)	Authorised share capita (State currency)	
Balance at close of preceding mor	nth			
Increase/(decrease)		-		
Balance at close of the month				
3. Other Classes of Shares				
	Description :	Ν	N/A	
	Description :  No. of other classes of shares	Par value (State currency)	N / A  Authorised share capital (State currency)	
	No. of other classes of shares	Par value (State	Authorised share capital	
Stock code : N/A I	No. of other classes of shares	Par value (State	Authorised share capita	

## 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	13,636,838,840	N/A	N/A	N / A
Increase/ (decrease) during the month	(13,295,917,869) (See Remark 1)	N/A	N / A	N/A
Balance at close of the month	340,920,971	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 Sl	nare Option S	Schemes of the l	ssuer)			
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	ng the month		thereto	as at close of the
(dd/mm/yyyy) and			8		_	month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed	_	
1. Share Option						
Scheme						
Exercise price:						
HK\$8.44						
GM approval date						
(27/06/2012)						
						8,150,000
Ordinary shares	NIL	NIL	NIL	NIL	N/A	(See Remark 2)
(Note 1)						
,						
2. Share Option						
Scheme						
Exercise price:						
HK\$						
GM approval date						
( / / )						
shares	NIL	NIL	NIL	NIL	N/A	N/A
(Note 1)	TVIL				11/11	17/11
(11016-1)						
3. Share Option						
Scheme						
Exercise price:						
HK\$						
GM approval date						
( , , )	NIII	NII	NII	NIII	NI/A	NI/A
shares	NIL	NIL	NIL	NIL	N/A	N/A
(Note 1)						

#### III. Details of Movements in Issued Share Capital

Total funds raised during the month from

exercise of options (State currency)

Share Options (under Share Option Schemes of the Issuer) 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 approval date thereto thereto as at close of Movement during the month (dd/mm/yyyy) and the month class of shares issuable Granted Exercised Cancelled Lapsed 4. Share Option Scheme Exercise price: HK\$ GM approval date NIL NIL NIL NIL N/A N/A shares (*Note 1*) 5. Share Option Scheme Exercise price: HK\$ GM approval date ( / / )NIL NIL NIL NIL N/A N/A shares (*Note 1*) 6. Share Option Scheme Exercise price: HK\$ GM approval date NIL N/A shares NIL NIL N/A (*Note 1*) 7. Share Option Scheme Exercise price: HK\$ GM approval date ( / / ) Ordinary shares NIL NIL NIL NIL N/A N/A (*Note 1*) 8. Share Option Scheme Exercise price: HK\$ GM approval date shares NIL **NIL NIL NIL** N/A N/A (*Note 1*) Total A. (Ordinary shares) N/A(Preference shares) N/A(Other class) N/A

N/A

Description of warrants (Date of expiry - dd/mm/yyyy)		se of durin	rcised Nominal v ng the at close of onth month	the	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	-				
	<u> </u>				
( / / ) 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	( / / ) - -				
( / / )	<u> </u>				_
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date					
(if applicable)					
(dd/mm/yyyy) 4. N / A	-				
( / / )	·				
0( 1 1 (((1) ( 1)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
		Total B.	(Ordinary shares)		
			(Other class)		
			(Other class)	N/A	

Class and description  Convertible Bonds		ncy of	Amount at close of preceding 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
	HK	\$	189,000,000.00	 189,000,000.00		67,500,000 (See Remark 3)
Stock code (if listed) Class of shares		N/A				
issuable ( <i>Note 1</i> ) Subscription price AGM approval date		ordinar justed)	ry ) (Remark 3)			
(if applicable) (dd/mm/yyyy)) 2. N/A	(29	/06/20	117)			
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 ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
(				nary shares) ence shares) (Other class)	N / A N / A 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)

than under Snare Option Schemes)	No. of new shares	No. of new shares of
	of issuer issued during the month pursuant thereto	issuer which may be issued pursuant thereto
Full particulars including SGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	pursuant thereto	as at close of the month
1. On 19 July 2019 (after trading hours), the Company and Hong		
Kong Tong Ji Investment Holding Ltd. and Wise Benefit		
Investments Limited ("Subscribers") entered into the Subscription		
Agreements, pursuant to which the Company conditionally agreed		
to issue, and the Subscribers conditionally agreed to subscribe for		
the Convertible Bonds with an aggregate principal amount of		
HK\$110,000,000 due 3 years from the date of issue of the		
Convertible Bonds at the Conversion Price of HK\$0.64 per		
Conversion Share upon the Capital Reorganisation becoming		
effective. Upon full conversion of the Convertible Bonds at the		
Conversion Price, a total of 171,875,000 Conversion Shares will be		
issued. For details, please refer to the Company's announcement		
dated 19 July 2019 and a circular dated 3 October 2019.		
(25/10/2019)		
Ordinary shares (Note 1)		171,875,000
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 I	ssued 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
			Class of shares		
1.	Rights issue	At State price: currency	issuable (Note 1)  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 shares ————issuable (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 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
	2,, p. 22 22222		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 ( <i>Note 1</i> )				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable ( <i>Note 1</i> )				
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 shares of issuer issued during the month pursuant thereto which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	N/A N/A
10.	Other (Share Consolidation)	At State price: currency	Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  SGM approval date: (dd/mm/yyyy)	) (13,295,917,869) N/A
			Total E. (Ordinary shar (Preference shar (Other cla	res) N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(13,295,917,869)
	(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 Iss	ued Sha	are Capital").)

### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(*Note* 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of

Hong Kong Limited under "Qualifications of listing" have been fulfilled;

- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

#### Remarks (if any):

- 1. Share consolidation of every forty (40) issued and unissued Shares of HK\$0.001 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.04 each effective on 29 October 2019. For details, please refer to the Company's Announcement dated 19 July 2019 and Circular dated 3 October 2019 respectively.
- From the close of business on 28 October 2019 (i.e. the day immediately preceding the date on which
  the share consolidation becomes effective), the exercise price of Share Option Scheme of the
  Company was adjusted from HK\$0.211 to HK\$8.44 and number of New Shares to be issued upon
  exercise of all share options granted under the Share Option Scheme was adjusted from 326,000,000
  Shares to 8,150,000 Shares due to the share consolidation.
- 3. From the close of business on 28 October 2019 (i.e. the day immediately preceding the date on which the share consolidation becomes effective), the conversion price of the Convertible Bonds of the Company was adjusted from HK\$0.07 to HK\$2.8 and number of New Shares to be allotted and issued upon exercise of all the conversion rights under the Convertible Bonds was adjusted from 2,700,000,000 Shares to 67,500,000 Shares due to the share consolidation.

Submitted by:	Mr Tong Yiu On
Title:	Company Secretary
	(Director, Secretary or other duly authorised officer)

#### Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a

return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.

- *3.* "*Identical*" *means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.