# **HKEX** 香港交易所

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : \_\_\_\_31 December 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Ocean Industry Group Limited
Date Submitted	7 January 2020

I. Movements in Authorised Share Capital

(1) Stock code : <u>651</u> Des	cription :	Chi C	Dcean Ind
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	1,250,000,000	HK\$0.04	HK\$50,000,000.00
Increase/(decrease)	N/A		N/A
Balance at close of the month	1,250,000,000	HK\$0.04	HK\$50,000,000.00
(2) Stock code : <u>N / A</u> Des	cription :	Ν	V/A
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
increase/(decrease)			

# 2. Preference Shares

Stock code :	N / A	Description :	N / A		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close o	of preceding mo	onth			
Increase/(decrease	e)		-		
Balance at close o	of the month				

3. Other Classes of Shares

Stock code :	<u>N/A</u> Description :		N / A			
		No. of other classes of shar	(	Authorised share capital (State currency)		
Balance at close of	of preceding n	nonth				
Increase/(decrease	e)					
Balance at close of	of the month					

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

HK\$50,000,000.00

# II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	
	(1)	(2)	shares	No. of other classes of shares
Balance at close of preceding month	340,920,971	N/A	N / A	N / A
Increase/ (decrease) during the month	NIL	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)

Particulars of share	nuie option b	enemes of the	(10000)		No. of new shares of	No. of new shares of		
option scheme					issuer issued during	issuer which may be		
including EGM					the month pursuant			
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\$8.44								
GM approval date								
(27/06/2012)								
Ordinary shares	NIL	NIL	NIL	NIL	N / A	8,150,000		
(Note 1)								
2. Share Option								
Scheme								
Exercise price:								
HK\$								
GM approval date								
( / / )								
shares	NIL	NIL	NIL	NIL	N/A	N/A		
(Note 1)								
3. Share Option								
Scheme								
Exercise price:								
HK\$								
GM approval date								
<u>( / Î )</u>								
shares	NIL	NIL	NIL	NIL	N/A	N/A		
(Note 1)								

# III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	
approval date		Movement duri	ng tha month		thereto	thereto as at close of
(dd/mm/yyyy) and		Movement duri	ng the month		_	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4. Share Option						
Scheme						
Exercise price:						
HK\$ GM approval date						
( / / )						
(Note 1)	NIL	NIL	NIL	NIL	N/A	N/A
(						
5. Share Option						
Scheme						
Exercise price:						
HK\$						
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)						
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)		-	atal A (O "	• • • • • • • • • • • • • • • • • • •	<b>NT</b> / A	
		1	otal A. (Ordin		<u>N/A</u>	
				ence shares)	<u>N/A</u>	
			()	Other class)	N / A	
otal funds raised during xercise of options (Stat		om		N / A		

#### Share Options (under Share Option Schemes of the Issuer)

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	during the	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
<u>1. N/A</u>	_					
	-					
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)			- -			
2. N/A		)	-			
	-					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)	- - -			
<u>3 N/A</u>	_		-			
( / / ) 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			-			
(if applicable)	( / /	)	_			
		To		linary shares) rence shares)		
				(Other class)		

Convertibles (i.e. Convertible i	nto Shares of the l	ssuer which are t	o be Listed)			
Class and description	Currency of amount outstanding	Amount at close of preceding month	e 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. Convertible Bonds						
		189,000,000.00		189,000,000.00		67,500,000
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinar					
Subscription price	HK\$2.8	3				
(if applicable) (dd/mm/yyyy))	(29/06/20	17)				
2. Convertible Bonds						
	HK\$		_	11,000,000.00	_	17,187,500
Stock code (if listed)	N/A			11,000,000.00		17,107,500
Class of shares	0.1					
issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$0.64					
EGM approval date	11100.04					
(if applicable)	(25/10/2010)					
(dd/mm/yyyy) 3. N / A	(25/10/2019)					
<u>3. N/A</u>						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	( / / )					
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)	( / / )					
(uu/ mm/ yyyy)	( / / )		Total C. (Ordi	nary shares)	N / A	
				ence shares)		
			(	Other class)	N / A	

		No. of new shares of issuer issued during	No. of new shares of issuer which may be
		the month pursuant	issued pursuant thereto
Full if a	particulars including SGM approval date (dd/mm/yyyy), oplicable, and class of shares issuable:	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)		154,687,500
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	

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

Type of Issue	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
1. Rights issue	At State price : currency	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N / A	N / A
2. Open offer	At State price : currency	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) AGM approval date: ( / / ) (dd/mm/yyyy)	N / A	N/A
3. Placing	At State price : currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment ( / / ) date : (dd/mm/yyyy) AGM approval date: ( / / ) (dd/mm/yyyy)	N / A	N/A
4. Bonus issue		Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N / A

	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				
5.	Scrip dividend	At State	issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /		N/A	N / A
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares repurchased ( <i>Note 1</i> )				
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	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		Class of share issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	es ( / / _ ) ( / / _ )	N / A	N / A
10.	Other (Please specify)	At State —— price : currency	Class of share issuable ( <i>Note 1</i> ) —— Issue and allotment date : (dd/mm/yyyy) EGM approval date: _(dd/mm/yyyy)	es ( / / _) ( / / _)	N / A	N / A
			E Total E. (1	(Ordinary shares) Preference shares) (Other class)	N	/ A / A / 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 Iss	ued Sha	re 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*)

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(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); all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with (v) the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be (vi) 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):

N/A

Submitted by: Mr Tong Yiu On

 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.*