

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 5 March 2020				
I. Movements in Authorised Share Capital				
1. Ordinary Shares				
(1) Stock code : 651 Descr	ription:	Chi (Ocean 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 : N/A Descr	iption:	1	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				

29 February 2020

Stock code: N/A I	Description :	N	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)	
	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 capital

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

(*Note 1*)

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 thereto approval date thereto as at close of the Movement during the month (dd/mm/yyyy) and month class of shares issuable Granted Cancelled Exercised Lapsed 1. Share Option Scheme Exercise price: HK\$8.44 GM approval date (27/06/2012) Ordinary shares NILNIL NIL NILN/A8,150,000 (*Note 1*) 2. Share Option Scheme Exercise price: HK\$ GM approval date <u>(/ /)</u> shares NIL NIL NIL NIL N/A N/A (*Note 1*) 3. Share Option Scheme Exercise price: HK\$ GM approval date (/ /) shares NIL NIL NILN/A N/A

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	(/ /)				
	- -				
(/ /) 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	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
Convertible Bonds						
		189,000,000.00				
	HK\$	(See Remarks)				
Stock code (if listed)	N/A					
Class of shares	11/11					
issuable (Note 1)	Ordinar					
Subscription price AGM approval date	HK\$2.8	3				
(if applicable)						
(dd/mm/yyyy))	(29/06/20	17)				
2. Convertible Bonds	<u> </u>					
	<u> </u>					
	HK\$	11,100,000.00	_	11,100,000.00	_	17,343,750
Stock code (if listed)	N/A					
Class of shares	Ondinon					
issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.64					
EGM approval date	111140101					
(if applicable)	(25/10/2010)					
(dd/mm/yyyy) 3. N / A	(25/10/2019)					
3. 11/11						
	<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						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				_	
			Total C. (Ordin	nary shares) ence shares)	N/A N/A	
				Other class)	IN / 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 Share Option Schemes)	XX 0	
Ful	l particulars including SGM 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
	pplicable, and class of shares issuable:		us at crose of the month
	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. Pursuant to the Subscription Agreement I, since the		
	condition precedent (4) of the Subscription Agreement I has not		
	been fulfilled by the Long Stop Date (i.e. 29 February 2020), the		
	Subscription Agreement I has automatically lapsed on 29 February		
	2020. For details, please refer to the Company's announcements		
	dated 19 July 2019 and 29 February 2020 and a circular dated 3		
	October 2019 respectively.		
	(25/10/2019)		
	Ordinary shares (Note 1)		NIL
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
	J. Francisco		Class of shares				
		A4 State	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	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		Class of shar issuable (<i>Note 1</i>) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A	N/A
			Class of short			
10.	Other (Please specify)	At State price : currency	Class of shar issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) E	(/ /) (/ /)	N/A	N/A
			Total E.	(Ordinary shares)		/ A
			(Preference shares)		/ A
				(Other class)	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 I	ssued Share	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.				
Remark	s (if any):				
	overtible Bonds for a total amount of HK\$189,000,000.00 have been lapsed on 11 November 2019.				
	·				
Submitte	ed by: Mr Tong Yiu On				
Title:	Company Secretary				
	(Director, Secretary or other duly authorised officer)				
Notes :					
•					
<i>1</i> .	State the class of shares (e.g. ordinary, preference or other).				

- Items (i) to (viii) are suggested forms of confirmation which may be amended to meet 2. 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

ир;

- 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.