

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/	'yyyy) :	31 January 202	21			
To: Hong Kong Exchanges and	Clearing L	imited				
Name of Issuer	China Ocea	nn Industry Group	Limited			
Date Submitted	3 February	2021				
I. Movements in Authorised Sha	are Capital					
1. Ordinary Shares						
(1) Stock code : <u>651</u>	_Descriptio	on:	Chi C	Ocean Ind		
]	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding m	onth	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	_Descriptio	on:	N	V/A		
	1	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						

Stock code : N/A	Descri	ption :	N / A		
		No. of preference shares	Par value (State currency)	Authorised share capita (State currency)	
Balance at close of preceding	g month				
Increase/(decrease)			-		
Balance at close of the mont	h				
3. Other Classes of Shares					
3. Other Classes of Shares Stock code: N/A	Descri	ption :	Ŋ	V/A	
	Descri	No. of other classes of shares	Par value (State currency)	N/A Authorised share capital (State currency)	
		No. of other	Par value (State	Authorised share capital	
Stock code: N/A		No. of other	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

Share Options (under Share Option Schemes of the Issuer)

Share Options (under S	hare Option S	chemes 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						issued pursuant thereto
approval date		Movement duri	ng 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 (Note 1)	NIL	NIL	NIL	NIL	N/A	N/A
3. Share Option Scheme Exercise price: HK\$ GM approval date						
shares	NIL	NIL	NIL	NIL	N/A	N/A
(Note 1)						

III. Details of Movements in Issued Share Capital

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/ATotal funds raised during the month from N/A

Warrants to Issue Shares of the Is Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal	Nominal value close of preceding mo	durin	g the at close of t		No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	_	F8				
	-					
(/ /)					_	-
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	(/ /)				
3 11/11	<u>-</u>					
	-					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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)	(/ /)				
			Total B.	(Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Class and description		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
1. Convertible Bonds						
	—— HK\$	11,100,000.00		11,100,000.00	_	17,343,750
		11,100,000.00		11,100,000.00		17,545,750
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinar					
Subscription price	HK\$0.6	4				
EGM approval date (if applicable)						
(dd/mm/yyyy))	(25/10/20	19)				
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	<u></u>					
-						
						
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)		
				Other class)		
The state of the s				·		

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

<u>than</u>	under Share Option Schemes)		
Ful if a	l particulars including SGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:	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.	On 10 March 2020 (after trading hours), the Company entered into		
	the Subscription Agreements with Wu Yan, Zhang Li, Niu Meng		
	Xiao, Jiang Han, Zhou Shi Bei and Huang Shao Feng		
	("Subscribers"), pursuant to which the Subscribers have		
	conditionally agreed to subscriber for, and the Company has		
	conditionally agreed to allot and issue, 68,000,000 Subscription		
	Shares at the Subscription Price of HK\$0.105 per Subscription		
	Share. The total consideration payable by the Subscribers under the		
	Subscription Agreements amounts to HK\$7,140,000. For details,		
	please refer to the Company's announcements dated 10 March		
	2020 and 17 March 2020 respectively.		
	(21/06/2019)		
	Ordinary shares (Note 1)		68,000,000
	Ordinary shares (nove 1)		
2.	On 18 September 2020 (after trading hours), the Company and		
	Xiamen Longhai Investment Management Co.,Ltd ("Subscriber")		
	entered into the Subscription Agreement, pursuant to which the		
	Company conditionally agreed to issue, and the Subscriber		
	conditionally agreed to subscribe for, the Convertible Bond with an		
	aggregate principal amount of HK\$30,000,000 due 2 years from		
	date of issue of the Convertible Bond at the Conversion Price of		
	HK\$0.1 per Conversion Share upon Completion. Upon full		
	conversion of the Convertible Bond at the Conversion Price, a total		
	of 300,000,000 Conversion Shares will be issued. For details,		
	please refer to the Company's announcement dated 18 September		
	2020.		
	(/ /)		
	Ordinary shares (Note 1)		
	Grammy shares (1996-1)		
3.	N/A		
-			
	(/ /)		
	shares (Note 1)		
	Shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A N/A	
	(Other class)	N/A N/A	
	(Other class)	IV / A	
L			

Ot	her Movements in Is	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		
			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 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
			Class of shares				
		A. G.	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
			Class of sha issuable (<i>Note 1</i>)		_		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					•		
			Class of sha	res	_		
10.	Other A (Please specify) pr	t State ———————————————————————————————————	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A	N/A
			EGM approval date: (dd/mm/yyyy) E	(/ /)		
			Total E.	(Ordinary sha	ares)	N.	/ A
				(Preference sha		N,	
				(Other cl	lass)	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.					
Submitte	ed 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

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.*