

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/01/2017</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Innovative Finance Group Limited
Date Submitted	06/02/2017

## I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>412</u> Descr	iption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	2,000,000,000,000	HK\$0.00025	HK\$500,000,000.00
Increase/(decrease)		-	
Balance at close of the month	2,000,000,000,000	HK\$0.00025	HK\$500,000,000.00
(2) Stock code : <u>N/A</u> Descr	iption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	<u>N/A</u>	-	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 2. Preference Shares

Stock code : <u>N/A</u> Descr	ription : <u>N/A</u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	N/A	<u>N/A</u>

#### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descr	iption : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	N/A	<u>N/A</u>

Total authorised share capital at the end of the month (*State* **HK\$500,000,000.00 :** 

# II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	19,188,648,437	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	19,188,648,437	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 option scheme including SGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
approval date (dd/mm/yyyy) and		Movement du	uring the month		thereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Date of grant:	Nil	Nil	Nil	Nil	Nil	169,400,000
(05/12/2014)						
Exercise price:						
HK\$0.42						
Share option scheme						
approved on						
( 18 / 08 / 2014 )						
Ordinary shares						
(Note 1)						
2.N/A						
( / / )						
(Note 1) shares				,		
3. N/A						
shares						
(Note 1)				<u> </u>		
(11010 1)			Total A. (Ordi	nary shares)	Nil	
				ence shares)	N/A	
				(Other class)	N/A	
Total funds raised durin		from exercise	of			
options (State currency)				N/A		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	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
1. N/A					
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price SGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )				
2. N/A					
( / / ) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price SGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / / )				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price SGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
<u>4. N/A</u>					
( / / ) Stock code (if listed)					
Class of shares issuable ( <i>Note 1</i> ) Subscription price		-			
SGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Tota	(Prefere	nary shares) ence shares) Other class)	N/A	-
		(		1 1/ / 1	-

Convertibles (i.e. Convertible into		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	-					
Issue date : (28/10/2015)	-					
Interest: 8% per annum	-					
Maturity Date: (27/10/2018)		50,000,000	Nil	50,000,000	Nil	573,529,411
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinary shares					
Conversion price	HK\$0.68					
AGM approval date	11140.00					
(if applicable)						
(dd/mm/yyyy))	(18 / 09 / 2015)					
2. Convertible bonds						
Issue date : (24/12/2015)	_					
Interest: 8% per annum	-					
Maturity Date: (22/12/2018)	US\$	40,000,000	Nil	40,000,000	Nil	433,333,333
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary shares					
Conversion price	HK\$0.72					
AGM approval date						
(if applicable) (dd/mm/yyyy)	(18 / 09 / 2015)					
3. Convertible bonds	(10/0)/2013)			(The convertible		
<u>5. Convertible bonds</u>	-			(The convertible bonds were		
Issue date : (16/08/2016)	_			partially redeemed		
Interest: 8% per annum	_			on 5 January 2017)		
Maturity Date: (15/08/2018)	US\$	30,000,000	Nil	10,000,000	Nil	108,333,333
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary shares					
Conversion price AGM approval date	HK\$0.72					
(if applicable)						
(dd/mm/yyyy)	(19 / 09 / 2016)					
4. N/A	(-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					
	-					
	-					
	-					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
AGM approval date						
(if applicable)						
(dd/mm/yyyy)			Total C (Or	linary charge)	Nil	
				linary shares) erence shares)	N/A	-
			(11010	(Other class)	N/A N/A	-
				(Saler 61055)	1 vi f 1	-

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

Full particulars including SGM approval date (dd/mm/yyyy), if applicable, 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.       S&P Agreement dated 8 April 2015 (as supplemented by the supplemental agreement dated 29 July 2015) to issue Base         Consideration Shares of 2,361,112,121 Listco Shares, the maximum number of 1st Additional Consideration Shares of 390,606,061 Listco Shares and the maximum number of 2nd         Additional Consideration Shares of 781,212,121 Listco Shares, being a total of 3,532,930,303 Listco Shares at an issue price of HK\$0.66 as consideration for the acquisition.         For details, please refer to the Company's announcement dated 10 April 2015 and circular dated 30 July 2015.         approved at the SGM on (18 / 08 / 2015 )         ordinary shares (Note 1)		390,606,061 (1st Additional Consideration Shares) 781,212,121 (2nd Additional Consideration Shares)
2. N/A		
3. N/A ( / / ) shares (Note 1) Total D. (Ordinary shares)	Nil	
(Ordinary shares) (Preference shares) (Other class)	NII N/A N/A	

1. Rights issue       At price : State currency       Issue and allotment date : (d/mm/yyyy) $(/ / / )$ SGM approval date: (d/mm/yyyy) $(/ / / )$ N/A       N/A         2. Open offer       At price : State currency       Class of shares issuable (More 1)		Type of Issue	ssued 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
S GM approval date: (d/mm/yyyy) SGM approval date: (d/mm/yyyy) (// ) N/A N/A $Class of shares issuable (Note 1) Sute and allotment date : (dd/mm/yyyy) (// ) SGM approval date: (d/mm/yyyy) (// ) N/A N/A$ $S Placing At price : State (Note 1) SI Sute and allotment date : (dd/mm/yyyy) (// ) N/A N/A$ $S GM approval date: (d/mm/yyyy) (// ) N/A N/A$ $S GM approval date: (dd/mm/yyyy) (// ) N/A N/A$ $Class of shares issuable (Note 1) N/A N/A$ $S GM approval date: (dd/mm/yyyy) (// ) N/A N/A$ $Class of shares issuable$								
(dd/mm/yyyy) ( / / ) $N/A N/A$ $N/A N/A$ $N/A N/A$ $N/A N/A$ $(M/A N/A)$	1.	Rights issue	At price : State		( / /	)		
2. Open offer       At price : $\frac{State}{currency}$ Issue and allotment date : $(dd/mm/yyy)$ $( / / )$ SGM approval date: (dd/mm/yyyy) $( / / )$ N/A       N/A         3. Placing       At price : $\frac{State}{currency}$ Class of shares issuable (Note 1)				SGM approval date:	( / /	)	N/A	N/A
2. Open offer       At price : $\frac{State}{currency}$ Issue and allotment date : $(dd/mm/yyy)$ $( / / )$ SGM approval date: (dd/mm/yyyy) $( / / )$ N/A       N/A         3. Placing       At price : $\frac{State}{currency}$ Class of shares issuable (Note 1)								
3. Placing       At price : State       Issue and allotment $(///)$ SGM approval date: $(///)$ N/A       N/A         State       Class of shares issuable								
(dd/mm/yyyy) ( / / / ) $N/A N/A$ $N/A$	2.	Open offer	At price : State		( / /	)		
3. Placing       At price : $\frac{State}{currency}$ Issue and allotment date : (dd/mm/yyyy)       ( / / )         SGM approval date: (dd/mm/yyyy)       ( / / )       N/A       N/A         4. Bonus issue       At price : $\frac{State}{currency}$ Class of shares issuable (Note 1)					( / /	)	N/A	N/A
3. Placing       At price : $\frac{State}{currency}$ Issue and allotment date : (dd/mm/yyyy)       ( / / )         SGM approval date: (dd/mm/yyyy)       ( / / )       N/A       N/A         4. Bonus issue       At price : $\frac{State}{currency}$ Class of shares issuable (Note 1)								
SGM approval date: (dd/mm/yyyy) $(///)$ N/A       N/A         4. Bonus issue       At price : State currency       Class of shares issuable (Note 1)         4. Bonus issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(///)$ SGM approval date: (dd/mm/yyyy) $(///)$								
(dd/mm/yyyy) ( / / ) $(dd/mm/yyyy) ( / / ) $ $N/A N/A$ $N/A$	3.	Placing	At price : State		( / /	)		
4. Bonus issue       At price : State currency       (Note 1)         Issue and allotment date : (dd/mm/yyyy)       ( / / )         SGM approval date: (dd/mm/yyyy)       ( / / )					( / /	)	<u>N/A</u>	N/A
4. Bonus issue       At price : State currency       (Note 1)         Issue and allotment date : (dd/mm/yyyy)       ( / / )         SGM approval date: (dd/mm/yyyy)       ( / / )								
4. Bonus issue At price : currency date : (dd/mm/yyyy) ( / / ) SGM approval date: (dd/mm/yyyy) ( / / )								
(dd/mm/yyyy) ( / / )	4.	Bonus issue			( / /	)		
<u>N/A</u> <u>N/A</u>					( / /	)		
							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 issuable ( <i>Note 1</i> )	·			
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				SGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				Class of shares repurchased ( <i>Note 1</i> )				
6.	Repurchase of shares	At price :	State	Cancellation date : (dd/mm/yyyy)	( / /	)		
				SGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares	At price :	State	Redemption date : (dd/mm/yyyy)	( / /	)		
				SGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	N/A
				Class of shares issuable ( <i>Note 1</i> )				
8.	Consideration issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				SGM 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
9.	Capital reorganisation	At price : State	SGM approval date:	/ / )		
			(dd/mm/yyyy)	// <b>)</b>	<u>N/A</u>	N/A
10.	Other	At price : State	SCM opproval data	/ / )	<u>N/A</u>	N/A
			Total E. (Ord (Prefer	linary share rence share (Other clas	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil		
	(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 Issued Share Capital").)				

Remarks (if any):

Submitted by: <u>Lau Yau Chuen Louis</u>

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.