



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Vision Fame International Holding Limited

Date Submitted 01/02/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>1315</u>	Description :	<u>Ordinary Shares</u>
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000</u>
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

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

3. Other Classes of Shares

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

Total authorised share capital at the end of the month (HK\$) : **HK\$20,000,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	300,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	300,000,000	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 EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted On 19 December 2011 ordinary shares (Note 1)						
2. N/A (/ /) shares (Note 1)						
3. N/A (/ /) shares (Note 1)						
			Total A. (Ordinary shares)		N/A	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				N/A		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of 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 (<i>Note 1</i>)						
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)		(/ /)				
3. N/A						
(/ /)						
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	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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)		(/ /)				
3. N/A						
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 C. (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)

Full particulars including EGM 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
<p>1. On 16 December 2015, Vision Fame International Holding Limited (the “Company”) entered into:</p> <p>(i) with Mr. Dai Jai Long (“Mr. Dai”), a third party who is independent of the Company and its connected persons (an “Independent Third Party”), a conditional subscription agreement, pursuant to which the Company will allot and issue, and Mr. Dai will subscribe for, 120,000,000 new Shares at the subscription price of HK\$0.3 per Share (the “Subscription Price”);</p> <p>(ii) with Mega Start Limited (“Mega Start”), a substantial shareholder of the Company and a company wholly owned by Mr. Chau Chit (being the Chairman and an executive director of the Company):</p> <p>(a) a conditional subscription agreement, pursuant to which, the Company will allot and issue, and Mega Start will subscribe for, 90,000,000 new Shares at the Subscription Price; and</p> <p>(b) a conditional convertible bond subscription agreement, pursuant to which, the Company will issue, and Mega Start will subscribe for, the interest-free convertible bond in the principal amount of HK\$24,000,000 (the “Convertible Bond”) which 80,000,000 new Shares may be issued by the Company to Mega Start upon full conversion of the Convertible Bond (the “Conversion Shares” and each a “Conversion Share”) at the conversion price of HK\$0.3 per Conversion Share; and</p> <p>(iii) with eight investors (collectively, the “Investors”), namely:</p> <p>(a) Choice Wide Holdings Limited;</p> <p>(b) Talent Holdings Limited;</p> <p>(c) Bold Elite Limited;</p> <p>(d) Fount Holdings Limited;</p> <p>(e) Smart Faith Global Limited;</p> <p>(f) Ms. Cui Sujuan;</p> <p>(g) Centure Strategies Holdings Limited; and</p> <p>(h) Come Fortune International Co., Ltd.,</p> <p>each of whom is an Independent Third Party and not related to each other, conditional subscription agreements, respectively, pursuant to which, the Company will allot and issue, and the Investors will subscribe for, a maximum of 690,000,000 new Shares at the Subscription Price.</p> <p>The above transactions are subject to fulfilment or waiver of the conditions as disclosed in the Company’s announcement dated 16 December 2015 and the Company’s circular dated 15 January 2016, including the approval by the independent shareholders of the Company at the extraordinary general meeting to be held on 2 February 2016 for the purpose of considering and approving the transactions.</p> <p>For further details, see the Company’s announcement dated 16 December 2015 and the Company’s circular dated 15 January 2016.</p> <p>_____</p> <p>_____</p> <p>_____ (/ /)</p> <p>_____ shares (Note 1)</p>		
<p>2. N/A</p> <p>_____</p> <p>_____ (/ /)</p>		

For Main Board and GEM listed issuers

	shares (<i>Note 1</i>)		
3.	N/A		
	(/ /)		
	shares (<i>Note 1</i>)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

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

For Main Board and GEM listed issuers

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
5.	Scrip dividend	At price : State currency _____	_____ Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>
8.	Consideration issue	At price : State currency _____	_____ Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>

For Main Board and GEM listed issuers

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 shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
			<u>N/A</u>	<u>N/A</u>
10. Other (Please specify)	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
			<u>N/A</u>	<u>N/A</u>
			Total E. (Ordinary shares)	<u>N/A</u>
			(Preference shares)	<u>N/A</u>
			(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>NIL</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

