



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Smart Union Group (Holdings) Limited

Date Submitted 06/12/2011

III. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 2700 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (State currency)
Balance at close of preceding month	<u>4,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$ 40,000,000</u>
Increase/(decrease)	_____	_____	_____
Balance at close of the month	<u>4,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$ 40,000,000</u>

(2) Stock code : N/A Description : _____

	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	_____	_____	_____

2. Preference Shares

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

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		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		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

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

HK\$40,000,000

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	82,887,900 shares of HK\$0.01 each	N/A	N/A	N/A
Increase/ (decrease) during the month	493,120,000 (See Remark A)	N/A	N/A	N/A
Balance at close of the month	576,007,900 shares of HK\$0.01 each	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. N/A	-	-	-			0

(Note 1)						
2.						

(/ /)						
_____ shares						
(Note 1)						
3.						

(/ /)						
_____ 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 (HK\$)					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. _____ _____						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date (if applicable)						
(dd/mm/yyyy) _____		(/ /)				
3. _____ _____						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date (if applicable)						
(dd/mm/yyyy) _____		(/ /)				
4. _____ _____						
(/ /)						
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. Convertible bonds with 5% interest per annum, issued on 7/11/2011 and maturing on 7/11/2013	HKD	N/A	Nil	85,100,000	Nil	460,000,000
Stock code (if listed)		N/A				
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.185					
EGM approval date (if applicable) (dd/mm/yyyy)	(16 / 09 / 2011)					
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
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
1. N/A (/ /) shares (<i>Note 1</i>)		
2. (/ /) shares (<i>Note 1</i>)		
3. (/ /) 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 \$0.185 currency	Class of shares issuable (<i>Note 1</i>) <u>Ordinary share</u> Issue and allotment date : (dd/mm/yyyy) (7/11/2011) EGM approval date: (dd/mm/yyyy) (16/9/2011)	27,020,000 (See Remark 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

				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	
Type of Issue						
5.	Scrip dividend	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>
6.	Repurchase of shares			Class of shares repurchased (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ 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 (<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>

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) (/ /)	N/A	N/A
10.	Other (Please specify) Subscription Shares	At price : \$0.185	State currency <u>HKD</u> Class of shares issuable (<i>Note 1</i>) <u>Ordinary Share</u> Issue and allotment date : (dd/mm/yyyy) (07/11/2011) EGM approval date: (dd/mm/yyyy) (16/9/2011)	432,000,000 (See Remark A)	N/A
11.	Other (Please specify) Creditors Shares to Scheme Administrators	At price : Fully Paid	State currency <u>HKD</u> Class of shares issuable (<i>Note 1</i>) <u>Ordinary Share</u> Issue and allotment date : (dd/mm/yyyy) (07/11/2011) EGM approval date: (dd/mm/yyyy) (16/9/2011)	34,100,000 (See Remark A)	N/A
Total E. (Ordinary shares)				493,120,000	
(Preference shares)				N/A	
(Other class)				N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	493,120,000
	(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):		
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Pursuant to the extraordinary general meeting of the Company held on 16 September 2011 and as disclosed in the announcement of the Company dated 8 November 2011, the issued share capital of the Company has been changed in the following manner:

(a) Issue and allotment of 432,000,000 Subscription Shares at HK\$0.185 per Subscription Share;

(b) Placing of 27,020,000 new Shares at HK\$0.185 per Placing Share; and

(c) Issue and allotment of 34,100,000 Creditors Shares to the Scheme Administrators, fully paid by the Company.

Submitted by: Man Ching Yan

Title: Company Secretary

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.*