



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) :** 28/02/2015
**To :** Hong Kong Exchanges and Clearing Limited

**Name of Issuer** Li Ning Company Limited
**Date Submitted** 5 March 2015
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**
**(1) Stock code :** 2331 **Description :** Ordinary shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>0.10</u>	<u>1,000,000,000.00</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>0.10</u>	<u>1,000,000,000.00</u>

**(2) Stock code :** \_\_\_\_\_

**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 : _____	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 : _____	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 (*HK\$*) : 1,000,000,000.00

## 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	<u>1,434,027,676</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>450,985,872</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,885,013,548</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 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		
<u>1. Post-IPO</u>						
<u>Share Option Scheme</u> (adopted on 05/06/2004 & amended on 15/05/2009 & 11/10/2012) Ordinary shares						
1.1 Exercise price: HK\$18.23	0	0	0	28,956	0	2,292,896 (Remark 1)
1.2 Exercise price: HK\$8.25	0	0	0	0	0	2,830,367 (Remark 1)
1.3 Exercise price: HK\$3.91	0	0	0	0	0	799,930 (Remark 1)
1.4 Exercise price: HK\$4.47	0	0	0	224,199	0	16,177,499 (Remark 1)
1.5 Exercise price: HK\$4.60	0	0	0	0	0	6,256,545 (Remark 1)
1.6 Exercise price: HK\$6.16	0	0	0	103,626	0	865,982 (Remark 1)
1.7 Exercise price: HK\$6.35	0	0	0	65,377	0	22,196,878 (Remark 1)
1.8 Exercise price: HK\$4.63	0	0	0	0	0	715,602 (Remark 1)
(Note 1) (Remark 1)						
				Total A. (Ordinary shares)	0	
				(Preference shares)	N/A	
				(Other class)	N/A	
Total funds raised during the month from exercise of options (HKD)			0			

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. _____ _____ _____ ( / / ) 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) _____ (Preference shares) _____ (Other class) _____						

## 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
<b>1. Convertible Bonds Due</b>						
8 February 2017	RMB	750,000,000	0	750,000,000	0	225,439,882
Principal Amount:						(Remark 2)
RMB750,000,000						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$4.092 (Remark 2)					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>2. Convertible Securities in</b>						
the principal amount of	HK\$	529,251,712.50	1,042,028.259	528,209,684.241	327,373	165,947,120
HK\$1,847,838,349 issued on 22 April 2013						(Remark 3)
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$3.183 (Remark 3)					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>3. Convertible Securities in</b>						
the principal amount of	HK\$	N/A	74,009.00	381,817,880.60	28,465	146,853,031
HK\$381,891,889.60 issued on 2 February 2015						(Remark 4)
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$2.6 (Remark 4)					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>4.</b>						
_____						
_____						
_____						
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)		355,838	
			(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. _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
2. _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
3. _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
Total D. (Ordinary shares) (Preference shares) (Other class)		

## 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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2. Open offer	At price : State currency <u>HK\$2.6</u>	Class of shares issuable <u>Ordinary</u> (Note 1)	Issue and allotment date : (dd/mm/yyyy) (02/02/2015)  EGM approval date: (dd/mm/yyyy) ( / / )	<u>450,630,034</u>	<u>-</u>
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  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
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)	_____	_____
6. Repurchase of shares		Class of shares repurchased _____ (Note 1) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
7. Redemption of shares		Class of shares redeemed _____ (Note 1) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
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)	_____	_____



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)	_____	_____
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)	_____	_____
Total E.		(Ordinary shares) <u>450,630,034</u>	
		(Preference shares) _____	
		(Other class) _____	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>450,985,872</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>		

Remarks (if any):

1. As a result of the Open Offer, the exercise prices and the number of the shares to be allotted and issued upon full exercise of the outstanding share options were adjusted in accordance with the Share Option Scheme with effect from 2 February 2015. Please refer to announcement of the Company dated 30 January 2015 for details of the adjustments.
2. As a result of the Open Offer, the conversion price and the number of the Convertible Bonds to be allotted and issued upon full exercise of the conversion rights were adjusted in accordance with the terms and conditions of the Convertible Bonds with effect from 2 February 2015. Please refer to announcement of the Company dated 30 January 2015 for details of the adjustments.
3. As a result of the Open Offer, the conversion price and the number of the 2013 Convertible Securities to be allotted and issued upon full exercise of the conversion rights were adjusted in accordance with the terms and conditions of the 2013 Convertible Securities with effect from 2 February 2015. Please refer to announcement of the Company dated 30 January 2015 for details of the adjustments.
4. On completion of the Open Offer, the Company issued convertible securities in principal amount of HK\$381,891,889.60 at conversion price of HK\$2.60 per new share on 2 February 2015.

Submitted by: Tai Kar Lei

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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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.*