



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Li Ning Company LimitedDate Submitted 6 January 2016**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 | <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 : | Description : | | |
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| 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 (State currency) | Authorised share capital (State currency) |
| 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>1,885,435,247</u> | N/A | N/A | N/A |
| Increase/ (decrease) during the month | <u>54,979</u> | N/A | N/A | N/A |
| Balance at close of the month | <u>1,885,490,226</u> | 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 | | |
| <u>1. Post-IPO Share Option Scheme (adopted on 05/06/2004 & amended on 15/05/2009 & 11/10/2012)</u> <u>Ordinary shares</u> | | | | | | |
| 1.1 Exercise price: HK\$8.25 | 0 | 0 | 0 | 1,003,452 | 0 | 1,489,765 |
| 1.2 Exercise price: HK\$3.91 | 0 | 0 | 0 | 799,930 | 0 | 0 |
| 1.3 Exercise price: HK\$4.47 | 0 | 0 | 0 | 542,763 | 0 | 8,514,501 |
| 1.4 Exercise price: HK\$4.60 | 0 | 0 | 0 | 0 | 0 | 5,931,175 |
| 1.5 Exercise price: HK\$6.16 | 0 | 0 | 0 | 0 | 0 | 495,670 |
| 1.6 Exercise price: HK\$6.35 | 0 | 0 | 0 | 0 | 0 | 13,338,054 |
| 1.7 Exercise price: HK\$4.63 | 0 | 0 | 0 | 0 | 0 | 687,799 |
| <u>2. Share Option Scheme (adopted on 30/05/2014)</u> <u>Ordinary shares</u> | | | | | | |
| 2.1 Exercise price: HK\$4.44 | 0 | 0 | 0 | 0 | 0 | 33,200,000 |
| (Note 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 |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Convertible Bonds Due | | | | | | |
| 8 February 2017 | RMB | 750,000,000 | 0 | 750,000,000 | 0 | 225,439,882 |
| Principal Amount: | | | | | | |
| RMB750,000,000 | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$4.092 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 2. Convertible Securities in | | | | | | |
| the principal amount of | HK\$ | 527,357,464.638 | 174,998.157 | 527,182,466.481 | 54,979 | 165,624,400 |
| HK\$1,847,838,349 issued | | | | | | |
| on 22 April 2013 | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$3.183 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. Convertible Securities in | | | | | | |
| the principal amount of | HK\$ | 381,738,689.80 | 0 | 381,738,689.80 | 0 | 146,822,573 |
| HK\$381,891,889.60 issued | | | | | | |
| on 2 February 2015 | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$2.60 | | | | | |
| 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) | | | | | 54,979 | |
| (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 _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | _____ | _____ |
| 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) | | _____ | _____ |
| (Preference shares) | | _____ | _____ |
| (Other class) | | _____ | _____ |

| | | |
|---|-----|--------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 54,979 |
| | (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 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

[illegible]Submitted by: Tai Kar Lei

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

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.*