



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/01/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Li Ning Company LimitedDate Submitted 6 February 2012**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 ( <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	<b>1,055,683,629</b>	N/A	N/A	N/A
Increase/ (decrease) during the month	<b>0</b>	N/A	N/A	N/A
Balance at close of the month	<b>1,055,683,629</b>	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		
<b>1. Post-IPO</b>						
<u>Share Option Scheme</u> (adopted on 05/06/2004 & amended on 15/05/2009) <u>Ordinary shares</u>						
1.1 Exercise price: HK\$8.83	0	0	0	0	0	627,333
1.2 Exercise price: HK\$9.84	0	0	0	0	0	300,000
1.3 Exercise price: HK\$19.68	0	0	0	0	0	350,000
1.4 Exercise price: HK\$17.22	0	0	0	9,200	0	2,001,933
1.5 Exercise price: HK\$10.94	0	0	0	0	0	92,700
1.6 Exercise price: HK\$11.37	0	0	0	0	0	5,354,720
1.7 Exercise price: HK\$13.18	0	0	0	0	0	275,400
1.8 Exercise price: HK\$21.87	0	0	0	81,830	0	2,666,601
1.9 Exercise price: HK\$9.896	0	0	0	0	0	0
(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					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
	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount 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 C. (Ordinary shares)						
(Preference shares)						
(Other class)						

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 19 January 2012, the Company entered into the subscription agreements with TPG ASIA, Inc. and Tetrad Ventures Pte Ltd, respectively, in relation to the issuance of the convertible bonds (the "Convertible Bonds") in an aggregate principal amount of RMB750,000,000.</p> <p>The Convertible Bonds will be due on the fifth anniversary of the date of issue of the Convertible Bonds. The Convertible Bonds are convertible into conversation Shares (the "Conversion Shares") at an initial conversion price of HK\$7.74 per Share.</p> <p>The Convertible Bonds have not been issued as at 31 January 2012.</p> <p>The Convertible Bonds and the Conversion Shares will be issued under the general mandate granted to the directors of the Company by a resolution of the shareholders of the Company passed at the annual general meeting of the Company held on 13 May 2011.</p>	NIL	NIL
<p>( / / )</p>		
shares (Note 1)	NIL	NIL
2.		
( / / )		
shares (Note 1)		
3.		
( / / )		
shares (Note 1)		
Total D. (Ordinary shares)	0	
(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 (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)	0
	(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: Lee Hung

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.*