



香港交易所

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

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Vodatel Networks Holdings LimitedDate Submitted 2 April 2012**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 8033 Description : Vodatel Network

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|---|
| Balance at close of preceding month | <u>2,000,000,000</u>      | <u>HK\$0.10</u>                            | <u>HK\$200,000,000.00</u>                             |
| Increase/(decrease)                 | <u>N/A</u>                |  | <u>N/A</u>  |
| Balance at close of the month       | <u>2,000,000,000</u>      | <u>HK\$0.10</u>                            | <u>HK\$200,000,000.00</u>                             |

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

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|---|
| 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<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| 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>                           |

## 3. Other Classes of Shares

|                                     |                                   |  |   |
|-------------------------------------|-----------------------------------|--|---|
| Stock code :                        | <u>N / A</u>                      | Description :                              | <u>N / A</u>  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| 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>                           |

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

HK\$200,000,000.00

## 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   | 613,819,000            | N / A | N / A                   | N / A                          |
| Increase/ (decrease) during the month | -                      | N / A | N / A                   | N / A                          |
| Balance at close of the month         | 613,819,000            | 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 05/11/2002   |                           |           |           |        |  |   |
| Exercise price:  |                           |           |           |        |  |   |
| HK\$0.38   |                           |           |           |        |  |   |
| Ordinary shares (Note 1)   | N/A                       | N/A       | N/A       | N/A    | N / A  | 16,322,000  |
| 3. Share Option Scheme   |                           |           |           |        |  |   |
| Exercise price:  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| Ordinary shares (Note 1)   |                           |           |           |        | N / A  |   |
| 3. Share Option Scheme   |                           |           |           |        |  |   |
| Exercise price:  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| Ordinary shares (Note 1)   |                           |           |           |        | N / A  |   |
| 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<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N / A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 2. N / A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 3 N / A  |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 4. N / A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(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  |   |

For Main Board and GEM listed issuers

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

## For Main Board and GEM listed issuers

|               |                         |                                    |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------------|---|--|---|
| Type of Issue |                         |                                    |   |  |   |
| 5.            | Scrip dividend          | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy) _____<br>EGM approval date:<br>(dd/mm/yyyy) _____ | ( / / )<br>N / A   | N / A   |
| 6.            | Repurchase of<br>shares |                                    | Class of shares _____<br>repurchased <i>(Note 1)</i><br>Cancellation date : _____<br>(dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) _____     | ( / / )<br>N / A   | N / A   |
| 7.            | Redemption of<br>shares |                                    | Class of shares _____<br>redeemed <i>(Note 1)</i><br>Redemption date : _____<br>(dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) _____          | ( / / )<br>N / A   | N / A   |
| 8.            | Consideration issue     | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy) _____<br>EGM approval date:<br>(dd/mm/yyyy) _____ | ( / / )<br>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 |
|----------------------------|---|----------------|---|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br>(Note 1)      |                |   |  |   |
|                            | Issue and allotment date : (dd/mm/yyyy) ( / / ) |                |   | N / A  | N / A   |
|                            | EGM approval date: (dd/mm/yyyy) ( / / )         |                |   |  |   |
| 10. Other (Please specify) | At price : _____                                | State currency | Class of shares issuable _____<br>(Note 1)      |  |   |
|                            |   |                | Issue and allotment date : (dd/mm/yyyy) ( / / ) |  |   |
|                            |   |                | EGM approval date: (dd/mm/yyyy) ( / / )         |  |   |
| Total E. (Ordinary shares) |   |                |   | N / A  |   |
| (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) | N / A |
|  | (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 |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |       |

Remarks (if any):

N / A

Submitted by: **Foo Chun Ngai Redford**

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.*