**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :**     __31 May 2011__

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer                    Kingston Financial Group Limited

Date Submitted                    2 June 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :     1031     Description :                    Kingston Financial

|  | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | 24,750,000,000 | HK$0.02 | HK$495,000,000.00 |
| Increase/(decrease) | N/A | | N/A |
| Balance at close of the month | 24,750,000,000 | HK$0.02 | HK$495,000,000.00 |

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

|  | 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

| | No. of preference shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : N / A | | Description : | N / A |
| Balance at close of preceding month | 5,250,000,000 | HK$0.02 | HK$105,000,000.00 |
| Increase/(decrease) | N/A | | N/A |
| Balance at close of the month | 5,250,000,000 | HK$0.02 | HK$105,000,000.00 |

3. Other Classes of Shares

| | No. of other classes of shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : N / A | | Description : | N / A |
| 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$600,000,000.00

II. Movements in Issued Share Capital

| | No. of ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|---|---|---|---|---|
| Balance at close of preceding month | 11,721,398,666 | N / A | N / A | N / A |
| Increase/ (decrease) during the month | 330,075,000 | N / A | N / A | N / A |
| Balance at close of the month | 12,051,473,666 | 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 Granted | Exercised | Cancelled | Lapsed | 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. Share Option Scheme Exercise price: HK$0.312 (07/06/2004) Ordinary shares *(Note 1)* | N/A | N/A | N/A | N/A | N / A | 72,112,772 |
| 2. Share Option Scheme Exercise price: HK$ 0.43 (07/06/2004) Ordinary shares *(Note 1)* | N/A | N/A | N/A | N/A | N / A | 177,266,476 |
| 3. Share Option Scheme Exercise price: HK$ 0.822 (07/06/2004) Ordinary shares *(Note 1)* | N/A | 75,000 | N/A | N/A | 75,000 | 217,008,000 |

Total A.  (Ordinary shares)          75,000

(Preference shares)          N / A

(Other class)          N / A

Total funds raised during the month from exercise of options (State currency)          HK$61,650.00

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 *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 2.     N / A | | | | | | |
| (  /  /    ) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (  /  /   ) | | | | | |
| 3     N / A | | | | | | |
| (  /  /    ) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (  /  /   ) | | | | | |
| 4.     N / A | | | | | | |
| (  /  /    ) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| 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 Preference Shares | | | | | | |
| | HK$ | N/A | N/A | 4,200,000,000 | 0 | 5,250,000,000 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable *(Note 1)* | Ordinary | | | | | |
| Subscription price | HK$0.80 | | | | | |
| SGM approval date (if applicable) (dd/mm/yyyy)) | (22/03/2011) | | | | | |
| 2. N / A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 3. N / A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 4. N / A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| 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<br><br><br>( / / )<br>shares *(Note 1)* | | |
| 2.   N / A<br><br><br>( / / )<br>shares *(Note 1)* | | |
| 3.   N / A<br><br><br>( / / )<br>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 (Note 1) _____ | | N / A | N / A |
| | | | 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) _____ | | N / A | N / A |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| 3. Placing | At price : | State currency HK$1.03 | Class of shares issuable (Note 1) Ordinary Share | | 330,000,000 | N / A |
| | | | Issue and allotment date : (dd/mm/yyyy) | (26/05/2011) | | |
| | | | AGM approval date: (dd/mm/yyyy) | (01/06/2010) | | |
| 4. Bonus issue | | | Class of shares issuable (Note 1) _____ | | N / A | N / A |
| | | | 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)* <br><br> Issue and allotment date : (dd/mm/yyyy)　( / / ) <br><br> EGM approval date: (dd/mm/yyyy)　( / / ) | N / A | N / A |
| 6. Repurchase of shares | | Class of shares repurchased *(Note 1)* ———— <br><br> Cancellation date : (dd/mm/yyyy)　( / / ) <br><br> EGM approval date: (dd/mm/yyyy)　( / / ) | N / A | N / A |
| 7. Redemption of shares | | Class of shares redeemed *(Note 1)* ———— <br><br> Redemption date : (dd/mm/yyyy)　( / / ) <br><br> EGM approval date: (dd/mm/yyyy)　( / / ) | N / A | N / A |
| 8. Consideration issue | At price : State currency ———— | Class of shares issuable ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)　( / / ) <br><br> EGM approval date: (dd/mm/yyyy)　( / / ) | N / A | N / A |

| 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 ———— (Note 1) | | N / A | N / A |
| | 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 ———— (Note 1) | | N / A | N / A |
| | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | Total E. (Ordinary shares) | | 330,000,000 | |
| | (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) | 330,075,000 |
| | (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): | | N /A |
| *(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)* | | |

Remarks (if any):

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_____
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_____
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_____
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_____
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Submitted by: **Mr Lai Yick Fung** _____

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._