



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 August 2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Kingston Financial Group Limited

Date Submitted 4 September 2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|-------------------------------------|------------------------|-------------------------------|----------------------------------------------|
| (1) Stock code : | <u>1031</u> | Description : | <u>Kingston Financial</u> |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>24,750,000,000</u> | <u>HK\$0.02</u> | <u>HK\$495,000,000.00</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>24,750,000,000</u> | <u>HK\$0.02</u> | <u>HK\$495,000,000.00</u> |
| (2) Stock code : | <u>N / A</u> | Description : | <u>N / A</u> |
| | 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 : | <u>N / A</u> | Description : | <u>N / A</u> |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>5,250,000,000</u> | <u>HK\$0.02</u> | <u>HK\$105,000,000.00</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>5,250,000,000</u> | <u>HK\$0.02</u> | <u>HK\$105,000,000.00</u> |

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|--------------------------------------------|-------------------------------------------------------|
| Stock code : | <u>N / A</u> | Description : | <u>N / A</u> |
| | 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 | <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\$600,000,000.00

| | No. of ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|------------------------------------------|-------------------------------|-------|----------------------------|--------------------------------|
| Balance at close of preceding month | 13,614,480,666 | N / A | N / A | N / A |
| Increase/ (decrease) during the month | NIL | N / A | N / A | N / A |
| Balance at close of the month | 13,614,480,666 | 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 | | | | 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. Share Option Scheme</u> | | | | | | |
| <u>Exercise price:</u> | | | | | | |
| <u>HK\$</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| Ordinary shares | N/A | N/A | N/A | N/A | N / A | N / A |
| (Note 1) | | | | | | |
| <u>2. Share Option Scheme</u> | | | | | | |
| <u>Exercise price:</u> | | | | | | |
| <u>HK\$</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| Ordinary shares | | | | | N / A | |
| (Note 1) | | | | | | |
| <u>3. Share Option Scheme</u> | | | | | | |
| <u>Exercise price:</u> | | | | | | |
| <u>HK\$</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| Ordinary shares | | | | | N / A | |
| (Note 1) | | | | | | |
| 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) | | | | | NIL | |

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 (<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 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\$ | 3,000,000,000 | N/A | 3,000,000,000 | 0 | 3,750,000,000 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | 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 (<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 | |

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 25 June 2015 (after trading hours), Kingston Securities Limited (“Placing Agent”) and the Company entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 1,761,250,000 Placing Shares at the Placing Price of HK\$2.20 per Placing Share to the Placees who and whose beneficial owners shall be Independent Third Parties. It is expected that the maximum gross proceeds and net proceeds from the Placing will be HK\$3,874.75 million and approximately HK\$3,835.80 million, respectively. The Placing Shares will be allotted and issued to (1) Wanda Investment (Hong Kong) Limited or its nominee, (2) Active Era Limited, (3) PA Central Opportunity III Limited or one or more fund entities managed under PAG, and (4) Quantum Enhanced Fund pursuant to the Specific Mandate to be sought from the shareholders at the SGM. For the details, please refer to the Company’s Announcement dated 26 June 2015.</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p> | | 1,761,250,000 |
| <p>2. N / A</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (<i>Note 1</i>)</p> | | |
| <p>3. N / A</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (<i>Note 1</i>)</p> | | |
| <p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p> | <p>N / A</p> <p>N / A</p> <p>N / A</p> | |

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) (/ /) | N / A | N / A | |
| 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) (/ /) | N / A | N / A | |
| 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) (/ /) | N / A | N / A | |
| 4. Bonus issue | | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | 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 |
|---------------|----------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. | Scrip dividend | 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) | N / A | N / A |
| 6. | Repurchase of shares | | Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) | N / A | N / A |
| 7. | Redemption of shares | | Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | N / A | N / A |
| 8. | Consideration issue | 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) | N / A | N / A |

For Main Board and GEM listed issuers

| | | | | 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 | | | |
|----------------------------|--------------------------------------------|----------------|--------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|---------------|-------|-------|
| Type of Issue | | | | | | | | |
| 9. Capital reorganisation | Class of shares issuable _____ (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 _____ (Note 1) | | | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | | | (/ /) | N / A | N / A |
| | | | 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):

Submitted by: **Mr Chan Chun Lam**

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.*