

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended  
(dd/mm/yyyy) :

30/11/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Chinlink International Holdings Limited

Date Submitted 6 December 2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>997</u> Description : <u>Ordinary shares</u>			
	No. of ordinary shares	Par value (State currency) HKD	Authorised share capital (State currency)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>0.3125</u>	<u>HKD625,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>HKD 0.3125</u>	<u>HKD625,000,000</u>
(2) Stock code : <u>N/A</u> Description : _____			
	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

Stock code :	<u>N/A</u>	Description :	<u></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></u>	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>	<u></u>

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u></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>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>	<u></u>

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

HKD625,000,000

## 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	683,719,250	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	683,719,250	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 21/09/2012						
with exercise						
price of HKD6.4100						
per share						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	7,653,533
(Note 1)						
2. Share Option						
Scheme adopted						
on 21/09/2012						
with exercise						
price of HKD7.7375						
per share						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	1,085,608
(Note 1)						
3. Share Option						
Scheme adopted						
on 21/09/2012						
with exercise						
price of HKD7.5175						
per share						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	361,869
(Note 1)						
Total A. (Ordinary shares)					Nil	
(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.						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
	(   /   /   )					
AGM 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)		(   /   /   )				
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)

Convertible (i.e. Convertible into Shares of the Issuer which are to be Listed)					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
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		
1. Convertible Bonds due on						
21 May 2019 with 3.0%						
coupon rate per annum.						
Principal amount:						
HKD312,000,000	HKD	HKD 304,250,000	Nil	HKD 304,250,000	Nil	538,495,575
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HKD0.565 per share					
SGM approval date (if applicable) (dd/mm/yyyy)	28 / 4 / 2017					
2. Convertible Bonds due on						
20 July 2019 with 3.0%						
coupon rate per annum.						
Principal amount:						
HKD30,000,000	HKD	HKD 30,000,000	Nil	HKD 30,000,000	Nil	53,097,345
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HKD0.565 per share					
SGM approval date (if applicable) (dd/mm/yyyy)	28 / 4 / 2017					
3. Convertible Bonds due on						
21 November 2019 with						
3.0% coupon rate per						
annum. Principal amount:						
HKD28,000,000	HKD	Nil	Nil	HKD 28,000,000	Nil	49,557,522
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HKD0.565 per share					
SGM approval date (if applicable) (dd/mm/yyyy)	28 / 4 / 2017					
Total C. (Ordinary shares)					Nil	
(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)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

				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					
1. Rights 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) _____	( / / ) ( / / )	_____ _____
2. Open offer	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) _____	( / / ) ( / / )	_____ _____
3. Placing	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) _____	( / / ) ( / / )	_____ _____
4. Bonus issue			Class of shares issuable ( <i>Note 1</i> ) _____ 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.	Srip 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)	_____	_____
6.	Repurchase of shares		Class of shares _____ repurchased ( <i>Note 1</i> )  Cancellation date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares		Class of shares _____ redeemed ( <i>Note 1</i> )  Redemption date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
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)	_____	_____



		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 ( <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) 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)	Nil
	(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):

1) On 2 February 2017 (after trading hours), the Company, the Purchaser (a wholly-owned subsidiary of the Company), the Vendor and Mr. Li (as guarantor to the Vendor) entered into the Acquisition Agreement (as supplemented on 13 March 2017) in relation to the proposed acquisition of the entire issued share capital of the Target, at a consideration of HKD96 million, which shall be satisfied by the Company issuing the Share Consideration Bonds with principal amount of HKD96 million to the Vendor or its nominee(s) at Completion. Simultaneously, the Company, the Purchaser and Mr. Li entered into the Loan Purchase and Financing Agreement (as supplemented on 13 March 2017) in relation to the proposed acquisition of the Sale Loan and the provision of financing by Mr. Li to the Group, at a consideration of HKD274 million, which shall be satisfied by the Company issuing the Loan Consideration Bonds with principal amount of HKD216 million to Mr. Li or his nominee(s) at Completion and issuing the Financing Bonds with principal amount of HKD58 million in two tranches to Mr. Li or his nominee(s). The Share Consideration Bonds, Loan Consideration Bonds and Financing Bonds (collectively, the "Convertible Bonds") are convertible to the Consolidated Shares at the initial conversion price of HKD0.565 per Conversion Share. If the Convertible Bonds are fully converted to the Conversion Shares, 654,867,256 Conversion Shares will be issued which represent 97.7% of the issued share capital as at 30 April 2017. The Acquisition Agreement, the Loan Purchase and Financing Agreement and the transactions contemplated thereunder were approved by the Independent Shareholders by way of poll at the SGM held on 28 April 2017. All the conditions precedent to the Acquisition had been fulfilled and Completion took place on 22 May 2017. On 21 July 2017, the Tranche I Financing Bonds in the principal amount of HKD30 million was issued to a special purpose vehicle nominated by Mr. Li pursuant to the terms of the Loan Purchase and Financing Agreement. On 22 November 2017, the Tranche II Financing Bonds in the principal amount of HKD28 million was issued to a special purpose vehicle nominated by Mr. Li pursuant to the terms of the Loan Purchase and Financing Agreement. For details, please refer to the announcements of the Company dated 7 February 2017, 7 March 2017, 13 March 2017, 28 March 2017, 28 April 2017, 21 July 2017 and 22 November 2017 and the circular of the Company dated 31 March 2017.

Submitted by: LAM Suk Ling, Shirley

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

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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.*