

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Ocean Industry Group Limited

Date Submitted 4 February 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>651</u> Description : <u>Chi Ocean Ind</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>1,250,000,000</u>	<u>HK\$0.04</u>	<u>HK\$50,000,000.00</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>1,250,000,000</u>	<u>HK\$0.04</u>	<u>HK\$50,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary 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>

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes of shares
	(1)	(2)	shares	
Balance at close of preceding month	340,920,971	N / A	N / A	N / A
Increase/ (decrease) during the month	NIL	N / A	N / A	N / A
Balance at close of the month	340,920,971	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\$8.44</u>						
<u>GM approval date</u>						
<u>(27/06/2012)</u>						
<u>Ordinary shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>N / A</u>	<u>8,150,000</u>
<i>(Note 1)</i>						
<u>2. Share Option Scheme</u>						
<u>Exercise price:</u>						
<u>HK\$</u>						
<u>GM approval date</u>						
<u>(/ /)</u>						
<u>shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>
<i>(Note 1)</i>						
<u>3. Share Option Scheme</u>						
<u>Exercise price:</u>						
<u>HK\$</u>						
<u>GM approval date</u>						
<u>(/ /)</u>						
<u>shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>
<i>(Note 1)</i>						

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>4. Share Option Scheme</u> <u>Exercise price:</u> <u>HK\$</u> <u>GM approval date</u> <u>(/ /)</u> <u>shares</u>	NIL	NIL	NIL	NIL	N/A	N/A
<i>(Note 1)</i>						
<u>5. Share Option Scheme</u> <u>Exercise price:</u> <u>HK\$</u> <u>GM approval date</u> <u>(/ /)</u> <u>shares</u>	NIL	NIL	NIL	NIL	N/A	N/A
<i>(Note 1)</i>						
<u>6. Share Option Scheme</u> <u>Exercise price:</u> <u>HK\$</u> <u>GM approval date</u> <u>(/ /)</u> <u>shares</u>	NIL	NIL	NIL	NIL	N/A	N/A
<i>(Note 1)</i>						
<u>7. Share Option Scheme</u> <u>Exercise price:</u> <u>HK\$</u> <u>GM approval date</u> <u>(/ /)</u> <u>Ordinary shares</u>	NIL	NIL	NIL	NIL	N/A	N/A
<i>(Note 1)</i>						
<u>8. Share Option Scheme</u> <u>Exercise price:</u> <u>HK\$</u> <u>GM approval date</u> <u>(/ /)</u> <u>shares</u>	NIL	NIL	NIL	NIL	N/A	N/A
<i>(Note 1)</i>						
				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 (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 Bonds						
	HK\$	189,000,000.00	-	189,000,000.00	-	67,500,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$2.8					
AGM approval date (if applicable) (dd/mm/yyyy)	(29/06/2017)					
2. Convertible Bonds						
	HK\$	11,000,000.00	-	11,000,000.00	-	17,187,500
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.64					
EGM approval date (if applicable) (dd/mm/yyyy)	(25/10/2019)					
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 SGM 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 July 2019 (after trading hours), the Company and Hong Kong Tong Ji Investment Holding Ltd. and Wise Benefit Investments Limited (“Subscribers”) entered into the Subscription Agreements, pursuant to which the Company conditionally agreed to issue, and the Subscribers conditionally agreed to subscribe for the Convertible Bonds with an aggregate principal amount of HK\$110,000,000 due 3 years from the date of issue of the Convertible Bonds at the Conversion Price of HK\$0.64 per Conversion Share upon the Capital Reorganisation becoming effective. Upon full conversion of the Convertible Bonds at the Conversion Price, a total of 171,875,000 Conversion Shares will be issued. For details, please refer to the Company’s announcement dated 19 July 2019 and a circular dated 3 October 2019.</p> <p style="text-align: right;">(25/10/2019)</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>		154,687,500
<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 style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</p>	<p style="text-align: center;">N/A</p> <p style="text-align: center;">N/A</p> <p style="text-align: center;">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) (/ /) AGM 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) (/ /) AGM 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

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)	(/ /) N/A	(/ /) N/A
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ 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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) 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 (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N / A	N / A
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) (/ /) E	N / A	N / A
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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:	
<i>(Note 2)</i>	
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of

	Hong Kong Limited under “Qualifications of listing” have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical (<i>Note 3</i>);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

N/A

Submitted by: Mr Tong Yiu On

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

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid*

up;

- *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
- *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

4. *If there is insufficient space, please append the prescribed continuation sheet.*