



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

For the month ended (dd/mm/yyyy) : 30/04/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer KTL International Holdings Group Limited

Date Submitted 4 May 2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|                                     |                                |  |  |
|-------------------------------------|--------------------------------|--|--|
| (1) Stock code : <u>00442</u>       | Description : <u>KTL INT'L</u> |  |  |
|                                     | No. of ordinary<br>shares      | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>1,000,000,000</u>           | <u>HK\$0.01</u>                            | <u>HK\$10,000,000.00</u>                                 |
| Increase/(decrease)                 | <u>Nil</u>                     |  | <u>Nil</u>   |
| Balance at close of the month       | <u>1,000,000,000</u>           | <u>HK\$0.01</u>                            | <u>HK\$10,000,000.00</u>                                 |
| (2) Stock code : <u>N/A</u>         | Description : _____            |  |  |
|                                     | No. of ordinary<br>shares      | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                          | _____                                      | _____  |
| Increase/(decrease)                 | _____                          |  | _____  |
| Balance at close of the month       | _____                          | _____                                      | _____  |

## 2. Preference Shares

|                                     |            |                          |  |   |
|-------------------------------------|------------|--------------------------|--|---|
| Stock code :                        | <u>N/A</u> | Description :            | _____                                  |   |
|                                     |            | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month |            | _____                    | _____                                  | _____   |
| Increase/(decrease)                 |            | _____                    |  | _____   |
| Balance at close of the month       |            | _____                    | _____                                  | _____   |

## 3. Other Classes of Shares

|                                     |            |                                |  |   |
|-------------------------------------|------------|--------------------------------|--|---|
| Stock code :                        | <u>N/A</u> | Description :                  | _____                                  |   |
|                                     |            | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| 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\$10,000,000.00**

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   | <b>80,000,000</b>      | --  | --                      | --                             |
| Increase/ (decrease) during the month | <b>0</b>               | --  | --                      | --                             |
| Balance at close of the month         | <b>80,000,000</b>      | --  | --                      | --                             |

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. _____<br>_____<br>_____<br>_____<br>_____<br>_____ shares<br>(Note 1)                                 |                           |           |           |        |  |   |
| 2. _____<br>_____<br>_____<br>_____<br>_____<br>_____ shares<br>(Note 1)                                 |                           |           |           |        |  |   |
| 3. _____<br>_____<br>_____<br>_____<br>_____<br>_____ shares<br>(Note 1)                                 |                           |           |           |        |  |   |
|  |                           |           |           |        | Total A. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____ |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |        | _____  |   |

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 |
|--|---------------------------------|---|----------------------------------|---|--|--|
| <del>1.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
| <del>2.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
| <del>3.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
| <del>4.</del>  |                                 |   |                                  |   |  |  |
| <del>( / / )</del>                                       |                                 |   |                                  |   |  |  |
| <del>Stock code (if listed) _____</del>                  |                                 |   |                                  |   |  |  |
| <del>Class of shares _____</del>                         |                                 |   |                                  |   |  |  |
| <del>issuable (Note 1) _____</del>                       |                                 |   |                                  |   |  |  |
| <del>Subscription price _____</del>                      |                                 |   |                                  |   |  |  |
| <del>EGM approval date _____</del>                       |                                 |   |                                  |   |  |  |
| <del>(if applicable) _____</del>                         |                                 |   |                                  |   |  |  |
| <del>(dd/mm/yyyy) ( / / ) _____</del>                    |                                 |   |                                  |   |  |  |
|  |                                 |   |                                  |   | Total B. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____   |  |

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.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 2.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 3.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 4.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____ |  |   |

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. _____<br>_____<br>( / / )<br>shares (Note 1)   | _____  | _____   |
| 2. _____<br>_____<br>( / / )<br>shares (Note 1)   | _____  | _____   |
| 3. _____<br>_____<br>( / / )<br>shares (Note 1)   | _____  | _____   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      | _____<br>_____<br>_____  | _____<br>_____<br>_____   |

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

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 _____<br>(Note 1)                           |   |
|                         |                                 | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 |  | _____   |
| 6. Repurchase of shares |                                 | Class of shares repurchased (Note 1) _____                           |   |
|                         |                                 | Cancellation date : (dd/mm/yyyy) ( / / )                             |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 |  | _____   |
| 7. Redemption of shares |                                 | Class of shares redeemed (Note 1) _____                              |   |
|                         |                                 | Redemption date : (dd/mm/yyyy) ( / / )                               |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 |  | _____   |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)                           |   |
|                         |                                 | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                         |                                 |  | _____   |



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) _____ ( / / ) |  |   |
|  | 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) _____<br>(Preference shares) _____<br>(Other class) _____ |   |  |   |

|   |     |    |
|---|-----|----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | __ |
|   | (2) | __ |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | __ |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | __ |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |    |

Remarks (if any):

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Submitted by: Tricor Investor Services Limited

Title: Branch Share Registrar  
(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.*