

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 29/02/2012

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Net2Gather (China) Holdings Limited |
|----------------|-------------------------------------|
| Date Submitted | 05/03/2012 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>1049</u> Descri | ption : <u>N/A</u> | | |
|-------------------------------------|------------------------|----------------------------------|-------------------------------------------------|
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | 30,000,000,000 | 0.01 | 300,000,000 |
| Increase/(decrease) | 0 | | 0 |
| Balance at close of the month | 30,000,000,000 | 0.01 | 300,000,000 |
| (2) Stock code : <u>N/A</u> Descri | ption : | | |
| | 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 : | N/A | Descript | ion : | | |
|---------------------|-----------|----------|-----------------------------|----------------------------------|-------------------------------------------------|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | preceding | month _ | | | |
| Increase/(decrease) |) | - | | | |
| Balance at close of | the month | - | | | |

3. Other Classes of Shares

| Stock code : | N/A | Description : | | |
|-------------------------|------------|--------------------------------|----------------------------------|-------------------------------------------------|
| | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of p | receding r | nonth | | |
| Increase/(decrease) | | | | |
| Balance at close of the | he month | | | |

Total authorised share capital at the end of the month (HK\$) : _____300,000,000

| II. Movements in Issued Share Capital | | | Tor Wall Doard and | OLWI listed issuers |
|---------------------------------------|------------------------|-----|--------------------|----------------------|
| | No. of ordinary shares | | No of preference | No. of other classes |
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 3,694,318,577 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 0 | N/A | N/A | N/A |
| Balance at close of the month | 3,694,318,577 | N/A | N/A | N/A |

III. Details of Movements in Issued Share Capital

| Share Options (under Particulars of share option scheme | * | | | | No. of new shares of issuer issued during | No. of new shares of issuer which may be |
|---------------------------------------------------------------|--------------|-----------------|-----------------|---------------|-------------------------------------------|------------------------------------------|
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date | | Movement di | uring the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | Wovement ut | uning the month | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Exercise price: | | | | | 0 | 156,000,000 |
| HK\$0.1667, | | | | | | |
| Share option | | | | | | |
| scheme adopted | | | | | | |
| on (19/02/2002) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| 2. Exercise price: | | | | | 0 | 30,000,000 |
| HK\$0.8600, | | | | | | |
| Share option | | | | | | |
| scheme adopted | | | | | | |
| on (19/02/2002) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | , | Total A. (Ord | inary shares) | 0 | |
| | | | | rence shares) | N/A | |
| | | | | (Other class) | N/A | |
| Total funds raised du | ring the mon | th from avarais | | (Other Class) | 11/71 | |
| options (State currend | | | - 01 | 0 | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value 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 |
|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| <u>1. N/A</u> | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | · · | | | | |
| EGM approval date (if applicable) | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) <u>3.</u> | (/ /) | | | | |
| | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 4 | | | | | |
| (/ /) Stock code (if listed) Class of shares | | | | | |
| issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Tota | (Prefere | nary shares) ence shares) Other class) | N/A N/A N/A | |

| Convertibles (i.e. Convertible in Class and description | | Amount at close of preceding month | Issued 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. N/A | outstanding | montin | the month | monui | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy)) | (/ /) | | | | | |
| <u>2.</u> | | | | | | |
| | | | | | | |
| 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) | (/ /) | | | | | |
| 4. | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| | | | Total C. (Ordin (Prefere | ary shares) | N/A 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 | | |
| | | |
| shares (Note 1) | | |
| | | |
| 2 | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3 | | |
| | | |
| | | |
| shares (Note 1) | • | |
| | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |
| | | |

| No. of rev No. of rev </th <th>Oth</th> <th>er Movements in Is</th> <th>ssued Share Capital</th> <th></th> <th></th> <th></th> <th></th> <th></th> <th><u> </u></th> | Oth | er Movements in Is | ssued Share Capital | | | | | | <u> </u> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------------------|---------------------|------------------------------------|-------|-------------|---|------------------------------------------------|---------------------------------------------------------------------------|
| Type of Isace Class of shares issuable N/Δ 1. Rights issue At price : State Issue and allotment $(// /)$ Issue and allotment $(// /)$ EGM approval date: $(// /)$ 2. Open offer At price : State Class of shares issuable N/Δ 2. Open offer At price : State Issue and allotment $(// /)$ Bonus issue At price : State Class of shares issuable N/Δ 3. Placing At price : State Issue and allotment $(// /)$ GCM approval date: $(// /)$ EGM approval date: $(// /)$ 4. Bonus issue Class of shares issuable N/Δ N/Δ 4. Bonus issue EGM approval date: $(// /)$ $(// /)$ EGM approval date: $(// /)$ $(// /)$ $(// /)$ 4. Bonus issue EGM approval date: $(// /)$ $(//)$ | | | | | | | | shares of issuer issued during the month | issuer which may be issued pursuant thereto as at close of |
| I. Rights issue At price : State currency Issue and allotment date : (dd/mn/yyyy) $(///)$ EGM approval date: $(///)$ | | Type of Issue | | | | | | | the monul |
| 1. Nguist issue At price : currency $ate : (dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) (//) 2. Open offer At price : State 2. Open offer At price : State Issue and allotment $(//)$ (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (//) (//) 3. Placing At price : State State Issue and allotment (///) (///) EGM approval date: (///) (///) EGM approval date: | | | | | N | <u> V/A</u> | | | |
| Idd/mm/yyyy) Idd/mm/yyyy) 2. Open offer At price : State currency Class of shares issuable (Note 1) N/Δ (Sue and allotment date : (dd/mm/yyyy) 2. Open offer At price : State currency Issue and allotment (dd/mm/yyyy) $(//)$ 3. Placing At price : State currency Class of shares issuable (Note 1) N/Δ (State 1) 3. Placing At price : State currency Issue and allotment (dd/mm/yyyy) $(//)$ 4. Bonus issue Class of shares issuable (Note 1) N/Δ (More 1) 4. Bonus issue Issue and allotment (sate : (dd/mm/yyyy) $(//)$ 4. Bonus issue Issue and allotment (sate : (dd/mm/yyyy) $(//)$ EGM approval date: $(//)$ Issue and allotment (sate : (dd/mm/yyyy) EGM approval date: $(//)$ Issue and allotment (dd/mm/yyyy) | 1. | Rights issue | At price : State | | (/ | / |) | | |
| (Note 1) (Note 1) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$ (//) 3. Placing At price : State currency Class of shares issuable (Note 1) N/A (Note 1) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$ | | | | EGM approval date: (dd/mm/yyyy) | (/ | / |) | | |
| (Note 1) (Note 1) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$ (//) 3. Placing At price : State currency Class of shares issuable (Note 1) N/A (Note 1) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$ | | | | | | | | | |
| 2. Open order At price : currency $date : (dd/mm/yyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) 3. Placing At price : State currency $date : (dd/mm/yyyy)$ 3. Placing At price : State currency $date : (dd/mm/yyyy)$ EGM approval date: $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ | | | | | N | <u>J/A</u> | | | |
| 3. Placing At price : State currency Class of shares issuable N/A (Note 1) Issue and allotment (///) Issue and allotment (///) GM approval date: (///) Class of shares issuable (///) Class of shares issuable N/A Class of shares issuable N/A Issue and allotment (///) Issue and allotment (///) Issue and allotment (///) Issue and allotment (///) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (///) EGM approval date: (///) Issue and allotment date : (///) | 2. | Open offer | At price : State | | (/ | / |) | | |
| 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) $(/ /)$ EGM approval date: (dd/mm/yyyy) 4. Bonus issue Class of shares issuable (Note 1) N/A Issue and allotment date : (dd/mm/yyyy) 4. Bonus issue Issue and allotment date : (dd/mm/yyyy) $(/ /)$ | | | | EGM approval date: (dd/mm/yyyy) | (/ | / |) | | |
| 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) $(/ /)$ EGM approval date: (dd/mm/yyyy) 4. Bonus issue Class of shares issuable (Note 1) N/A Issue and allotment date : (dd/mm/yyyy) 4. Bonus issue Issue and allotment date : (dd/mm/yyyy) $(/ /)$ | | | | | | | | | |
| At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares issuable N/A (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) | | | | | N | <u> 1/A</u> | | | |
| 4. Bonus issue | 3. | Placing | | | (/ | / |) | | |
| 4. Bonus issue | | | | EGM approval date: (dd/mm/yyyy) | (/ | / |) | | |
| 4. Bonus issue | | | | | | | | | |
| EGM approval date: (///) | | | | | N | <u> 1/A</u> | | | |
| EGM approval date: (/ /) (dd/mm/yyyy) | 4. | Bonus issue | | | (/ , | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / | , |) | | |

| | | | | <u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u></u> | <u>r wan</u> | | bard and GEM list No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may |
|----|----------------------|------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------|---|-------------------------------------------------------------------------------------------------------|------------------------------------------------|
| | Type of Issue | | | | | | | |
| | | | Class of shares issuable (Note 1) | | <u>N/A</u> | Ň | | |
| 5. | Scrip dividend | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| / / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | |
| | | | Class of shares repurchased (<i>Note 1</i>) | | <u>N/A</u> | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (| / / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | |
| | | | Class of shares redeemed (<i>Note 1</i>) | | <u>N/A</u> | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (| / / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | <u>N/A</u> | | | |
| 8. | Consideration issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| / / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | |

| | | | | For Main E | Board and GEM list | ed 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 |
| | | | Class of shares issuable (Note 1) | e <u>N/A</u> | | |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ /) |) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) |) | |
| | | | | | | |
| | | | Class of shares issuable (Note 1) | e <u>N/A</u> | | |
| 10. | Other (Please specify) | At price : State | | (/ /) |) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) |) | |
| | | | | (Ordinary sha Preference sha (Other cl | res) N/A | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 0 |
|------------------------------------------------------------------------------------------------------------------|-----|-----|
| | (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: Luke Wing Sheung Suzanne

Title: <u>Company secretary</u> (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.