

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Net2Gather (China) Holdings Limited
Date Submitted	03/02/2012

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	_Descrip	otion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pr	receding r	nonth			
Increase/(decrease)					
Balance at close of th	e month				

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	ption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (HK\$): 300,000,000

II. Movements in Issued Share Capital 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 N/A N/A 0 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

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 du	ring the month		thereto	as at close of the month
(dd/mm/yyyy) and						
class of shares	Constal	Emailer I	Concelled	Tenerd		
issuable	Granted	Exercised	Cancelled	Lapsed	0	156,000,000
1. Exercise price:					0	130,000,000
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)						
		Т	otal A. (Ord	inary shares)	0	
				rence shares)	N/A	
				(Other class)	N/A	
Total funds raised du		th from exercise				
options (State curren	cy)			0		

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer which issuer issued during the may be issued month pursuant pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month 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. / / () Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 3. (/ /) 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 (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total B. (Ordinary shares) N/A (Preference shares) N/A N/A (Other class)

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible in	nto Shares of the Is	ssuer which are to	be Listed)			
Class and description	Currency of amount outstanding	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						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)	<u> </u>				
2.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3.						
	_					
	_					
Stock code (if listed)						. <u> </u>
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)			_		
			Total C. (Ordin		N/A N/A	
				nce shares) Other class)	N/A N/A	
			((11/21	

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. <u>N/A</u>		
shares (Note 1)		
2.		
2.		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
	1	

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

Other Movements in Issued Share Capital

[For Mair	n Bo	oard and GEM list No. of new	No. of nev
	T (1					shares of issuer issued during the month pursuant thereto	issuer which may
	Type of Issue						ule monu
			Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>			
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	N/A			
			redeemed (Note 1)				
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)	(/ /)		

	Type of Issue		For Main Board and GEM listed issue No. of new No. of r shares of issuer shares issued during issue the month which r pursuant thereto at close the mo
			Class of shares issuable $\underline{N/A}$ (<i>Note 1</i>)
9.	Capital reorganisation		Issue and allotment (/ /) date : (dd/mm/yyyy)
			EGM approval date: (/ /) (dd/mm/yyyy)
			Class of shares issuable $\frac{N/A}{(Note 1)}$
10.	Other (Please specify)	At price : State	Issue and allotment (/ /) date : (dd/mm/yyyy)
			EGM approval date: (/ /)
			(dd/mm/yyyy)
			(dd/mm/yyyy)

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 Iss	sued Sha	re Capital").)

Remarks (if any):

Submitted by: Luke Wing Sheung Suzanne

 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.