



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Qinfra Group Limited

Date Submitted 7 January 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>866</u>	Description : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</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>	
Increase/(decrease)	<u></u>		<u></u>	
Balance at close of the month	<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>	
Increase/(decrease)	<u></u>		<u></u>	
Balance at close of the month	<u></u>	<u></u>	<u></u>	

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

HK\$2,000,000,000

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	2,078,413,985	N/A	N/A	N/A
Increase /(decrease) during the month	200,000,000	N/A	N/A	N/A
Balance at close of the month	2,278,413,985	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. Pre-IPO Share						
Option Scheme adopted on						
12/06/2009						
Exercise Price:						
HK\$1.26						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	12,000,000
(Note 1)						
2. Share Option						
Scheme adopted on						
12/06/2009						
Exercise Price:						
HK\$1.50						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	8,893,369
(Note 1)						
3. Share Option						
Scheme adopted on						
12/06/2009						
Exercise Price:						
HK\$0.485						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	133,500,000
(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)				N/A		

Warrants to Issue 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
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		
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	
(Other class)					N/A	

Convertibles (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. Perpetual Subordinated						
Convertible Securities						
	HK\$	HK\$194,700,000	Nil	HK\$194,700,000	Nil	118,000,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	Conversion price: HK\$1.65 per conversion share (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(31/12/2012)					
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 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. As stated in the Company's announcement dated 27 December 2015, the Company has entered into an Agreement with the Creditor on 25 December 2015 in relation to the capitalisation of Loan. Pursuant to the Agreement, the Creditor has conditionally agreed to subscribe for 215,000,000 Subscription Shares at an issue price of HK\$0.272 per Subscription Share by capitalisation of Loan. For details, please refer to the Company's announcement dated 27 December 2015. (under the general mandate granted to the directors at the AGM held on 25/06/2015) Ordinary shares (Note 1)	Nil	215,000,000
2. N/A		
(/ /) shares (Note 1)		
3. N/A		
(/ /) shares (Note 1)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	

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)	<u>N/A</u> (/ /) (/ /)	
2.	Open offer	At price :	State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /) (/ /)	
3.	Placing	At price :	HK\$	<u>0.249</u> per Share	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	<u>Ordinary</u> (21/12/2015) (25/06/2015)	
						<u>200,000,000</u>	<u>N/A</u>
4.	Bonus issue				Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /) (/ /)	

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

				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 <u>N/A</u> (Note 1)				
	Issue and allotment date : (dd/mm/yyyy)			(/ /)	
	EGM approval date: (dd/mm/yyyy)			(/ /)	
10. Other (Please specify)	Class of shares issuable <u>N/A</u> (Note 1)				
	At price : State currency		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
Total E.				(Ordinary shares)	200,000,000
				(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)	200,000,000
	(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: Fung Wai Shing

Title: 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.*