

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 31/05/2011 |
|------------------------------------|------------|
| | |

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | |
|----------------|--|
| Date Submitted | |

| K. Wah International Holdings Limited | |
|---------------------------------------|--|
| 02/06/2011 | |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|-------------------------------------|------------------------|---------------------|---------------------------------------|
| (1) Stock code : <u>173</u> Descrip | ption : <u>K. WAH</u> | INT'L | |
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | 5,000,000,000 | 0.10 | 500,000,000.00 |
| Increase/(decrease) | 0 | | 0 |
| Balance at close of the month | 5,000,000,000 | 0.10 | 500,000,000.00 |
| (2) Stock code : <u>N/A</u> Descri | ption : | | |
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock | | | |
|-------------------------------------|--------------------------------|---------------------|---------------------------------|
| code : <u>N/A</u> Descrij | ption : | | |
| Balance at close of preceding month | No. of preference shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Increase/(decrease) | | - | |
| Balance at close of the month | | | |
| . Other Classes of Shares | | | |
| Stock code : <u>N/A</u> Descrij | ption : | | |
| | No. of other classes of shares | Par value (HK\$) | Authorised share capital (HK\$) |
| 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\$):

500,000,000.00

| | No. of ordinary shares | | No of preference | No. of other classes | | |
|--|------------------------|-----|------------------|----------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 2,551,452,210 | N/A | N/A | N/A | | |
| Increase/ (decrease) during the month | 500,000 | N/A | N/A | N/A | | |
| Balance at close of the month | 2,551,952,210 | N/A | N/A | N/A | | |

II. Movements in Issued Share Capital

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 | М | ovement duri | ng the month | | of issuer issued during the month | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------|----------------|--------------|------------|-----------------------------------|---|
| shares issuable | Granted | Exercised | Cancelled | Lapsed | | the month |
| 1.Share Option | | | | • | | |
| Scheme | | | | | | |
| (30/05/2002) | | | | | | |
| Ordinary shares | | | | | | |
| 1.1 exercise price | | | | | | |
| at HK\$1.906 per share | 0 | 500,000 | 0 | 0 | 500,000 | 4,250,000 |
| 1.2 exercise price | | | | | | |
| at HK\$4.636 per share | 0 | 0 | 0 | 0 | 0 | 10,227,000 |
| 1.3 exercise price | | | | | | |
| at HK\$3.882 per share | 0 | 0 | 0 | 0 | 0 | 3,637,000 |
| 1.4 exercise price | | | | | | |
| at HK\$0.938 per share | 0 | 0 | 0 | 0 | 0 | 12,091,650 |
| (Note 1) 2. N/A | | | | | | |
| (Note 1) | | | | | | |
| 3. | | | | | | |
| (Note 1) | | Total | A. (Ordinat | | | |
| | | | | ce shares) | | |
| | | | (Ot | her class) | N/A | |
| Fotal funds raised during the mon HK\$) | th from exerc | ise of options | | 953 | ,000.00 | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | | of dı | xercised uring 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) | (/ / |) | | | | | |
| | - | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | | | |
| (if applicable) (dd/mm/yyyy) <u>3.</u> | (/ / | ') | | | | | |
| (/ /) | <u> </u> | | | | · | | · |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | | |
| EGM approval date (if applicable) | (/ / | | | | | | |
| 4. | - - | | | | | | |
| (/ /) Stock code (if listed) | | | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ / | ') | | | | | |
| | | | Total B. | | nary shares) ence shares) | | - |
| | | | | | Other class) | | |

For Main Board and GEM listed issuers

| Convertibles (i.e. Convertible i | | 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 |
|--|---------|--|----------------------------------|------------------------------------|--|--|
| <u>1. N/A</u> | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy)) | (/ /) | | | | | |
| | | | | | | |
| 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) | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| _ | | | Total C. (Ordin (Prefere | nary shares) ence shares) | 0 N/A | _ |
| | | | | Other class) | N/A N/A | |

| 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> | | |
| 2 | | |
| 3 | | |
| (/ /) shares (Note 1) Total D. (Ordinary shares) (Preference shares) | 0 N/A | |
| (Other class) | N/A 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)

| Other Movements i | n Issued Share Capital | | | 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 |
|-------------------|------------------------------|--|-------|--|--|
| Type of Issue | | | | | close of the month |
| | | Class of shares issuable (<i>Note 1</i>) | N/A | | |
| 1. Rights issue | At State price : currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | N/A | | |
| 2. Open offer | At State price : currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | N/A | | |
| 3. Placing | At State price : currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | N/A | | |
| 4. Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | |
| | | | | | |

| | | | | For | <u>· Ma</u> | <u>in Boa</u> | rd a | nd GEM 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 |
|----|----------------------|---------------|-------------------|--|-------------|---------------|------|---|--|
| | Type of Issue | | | | | | | | month |
| | | | | Class of shares issuable (Note 1) | e | N/A | | | |
| 5. | Scrip dividend | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | (| / / |) | | |
| | | | | AGM approval date: (dd/mm/yyyy) | (| / / - |) | | |
| | | | | | | | | | |
| | | | | Class of shares repurchased (<i>Note 1</i>) | l | N/A | | | |
| 6. | Repurchase of shares | | | Cancellation date : (dd/mm/yyyy) | (| / / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | | |
| | | | | Class of shares redeemed (<i>Note 1</i>) | I | N/A | | | |
| 7. | Redemption of shares | | | Redemption date : (dd/mm/yyyy) | (| / / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | e | N/A | | | |
| 8. | Consideration issue | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | (| / / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / / |) | | |
| | | | | | | | | | |
| | | | | | | | | | |

| | | | No | o. of new | |
|---------------------------------|--|-------------|--------|------------|---------------------------------------|
| | | | | | No. of new |
| | | | | hares of | shares of |
| | | | | uer issued | |
| | | | | uring the | may be |
| | | | | month | issued |
| | | | | oursuant | pursuant |
| | | | 1 | thereto | thereto as at close of the |
| | | | | | month |
| Type of Issue | | | | | monui |
| | Class of shares issuab | le N/A | | | |
| | (Note 1) | | | | |
| 9. Capital | Terre and allowers dates | (/ / |) | | |
| reorganisation | Issue and allotment date : (dd/mm/yyyy) | (|) | | |
| | EGM approval date: | (/ / |) | | |
| | (dd/mm/yyyy) | | | | |
| | | | | | · · · · · · · · · · · · · · · · · · · |
| | | | | | |
| | | | | | |
| | Class of shares issuab | le N/A | | | |
| | (Note 1) | | | | |
| 10. Other At State | · · · · | | | | |
| (Please specify) price : curren | Issue and allotment date : | (/ / |) | | |
| | (dd/mm/yyyy) | | | | |
| | EGM approval date: | (/ / |) | | |
| | (dd/mm/yyyy) | | | | |
| | | | | | |
| | Total E. | (Ordinary s | | 0 | |
| (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) | 500,000 | | |
|--|-----|---------|--|--|
| | (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: Lee Wai Kwan, Cecilia

 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.