

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing	ng Limited		
	<u>Frends Holdings Limi</u> per 2012	ted	
I. Movements in Authorised Share Cap	ital		
1. Ordinary Shares			
(1) Stock code : <u>8171</u> Descri	iption: Ordinary	Shares	_
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HKS)
Balance at close of preceding month	30,000,000,000	HK\$0.01	HK\$300,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	30,000,000,000	HK\$0.01	HK\$300,000,000
(2) Stock code : <u>N/A</u> Descri	iption :		
	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			

30/09/2012

Stock code : N/A Descri	ription:		
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
	ription :		
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HK\$)
	No. of other		
Stock code : N/A Descri	No. of other		capital

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	6,635,001,932	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	6,635,001,932	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 No. of new shares of No. of new shares of Movement during the month (dd/mm/yyyy) and issuer issued during issuer which may be issued pursuant thereto class of shares the month pursuant issuable Granted Exercised Cancelled Lapsed thereto as at close of the month 37,433,155 1. 37,433,155 N/A N/A N/A N/A N/A Exercise Price: HK\$0.0935 (16/7/2002) Ordinary shares (*Note 1*) 2. N/A shares (Note 1) 3.N/A shares (*Note 1*) Total A. (Ordinary shares) Nil (Preference shares) $\overline{N/A}$ (Other class) N/A Total funds raised during the month from exercise of options (HK\$) N/A

For Main Board and GEM listed issuers Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which may be issued during the 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 (/ / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A Stock code (if listed)

Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)

(/ /)

Total B.	(Ordinary shares) $\underline{N/A}$ (Preference shares) $\underline{N/A}$ (Other class) $\underline{N/A}$		
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Convertibles (i.e. Convertible Class and description		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. Convertible Bonds	HK\$	HK\$		HK\$		
	<u> </u>	505,596,736	Nil	505,596,736	Nil	13,664,776,647
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.03					
EGM approval date	ПКФ0.03	<u>, </u>				
(if applicable) (dd/mm/yyyy))	(12/06/2009)					
2. See Remarks	(12/00/2007)					See
21 500 2101101115						Remarks
	_					
Stock code (if listed)	 					
Class of shares						
issuable (<i>Note 1</i>) Subscription price						
EGM approval date		<u></u>				
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
						
Stock code (if listed)	,					
Class of shares						
issuable (Note 1)						
Subscription price _ EGM approval date		<u></u>				
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
	<u>—</u> —					
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(
(uu/IIIII/yyyy)	(/ /)		Total C. (Ordin	nary shares) Nil		
				ence shares) $\frac{N}{N}$		-
				Other class) N/A		<u> </u>

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

ulan	under Snare Option Schemes)		
if a	ll particulars including EGM approval date (dd/mm/yyyy), 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)	N/A	N/A
2.	N/A (/ /) shares (Note 1)		
3.	N/A (/ /) shares (Note 1)		
	Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

		Issued Snare Capitai				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)	N/A	_		
1.	Rights issue	At price : HK\$	 Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	N/A	_		
2.	Open offer	At price : HK\$ _	 Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable	N/A	_		
3	Placing	At price: HK\$ –	 (Note 1) Issue and allotment	(/ /)		
J.	Timening	The price . They	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
			(dd/mm/yyyy)				
			Class of shares issuable (Note 1)	N/A	_		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

	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)	N/A	_		
5.	Scrip dividend	At price : HK\$	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						-	
			Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares		Cancellation date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (Note 1)	N/A			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	<u>N/A</u>			
8.	Consideration issue	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

				No. of new hares 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				month
		Class of shares issuable N/A (Note 1)	-		
9.	Capital reorganisation	Issue and allotment date: (dd/mm/yyyy))		
		EGM approval date: (/ / (dd/mm/yyyy))		
		Class of shares issuable N/A (Note 1)	-		
10.	Other (Please specify) At price: HK\$	Issue and allotment date: (dd/mm/yyyy))		
		EGM approval date: (/ / (dd/mm/yyyy))		
		Total E. (Ordinary sh	oros)	NI/A	
		(Preference sh			-
		(Other c			•
To	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to E):	(1)	Nil	
			(2)	N/A	
To	otal increase / (decrease) in preference shares during	the month (i.e. Total of A to E):		N/A	
To	otal increase / (decrease) in other classes of shares du	aring the month (i.e. Total of A to E):		N/A	
(T	These figures should be the same as the relevant figur	res under II above ("Movements in Issa	ued S	Share Capital")).)

Remarks	(if	any)	:

The Company has entered into the Sale and Purchase Agreement on 7 January 2011, a supplemental agreement
on 29 June 2011 and a second supplemental agreement on 23 December 2011 (as disclosed in the Company's
announcements dated 7 January 2011, 29 June 2011 and 23 December 2011 respectively), pursuant to which the
Company will issue convertible bonds in the principal amount of HK\$113,740,000. Based on the initial
conversion price of HK\$0.04 per conversion share (subject to adjustment), an aggregate of 2,843,500,000 new
shares will be allotted and issued upon exercise of the conversion rights attached to the convertible bonds.
Completion of the agreement is subject to the terms and conditions as set out in the announcement. Reference is
made to the announcement made by the Company on 7 January 2011, 7 March 2011, 31 May 2011, 29 June
2011 and 23 December 2011 in relation to the Acquisition.
Submitted by: Xiang Xin
Title: Chairman
(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.