

Monthly Return of Equity Issuer on Movements in Securities

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

31/03/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Ground International Development Limited

Date Submitted 6 April 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>989</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>15,600,000,000</u>	<u>0.05</u>	<u>780,000,000</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>15,600,000,000</u>	<u>0.05</u>	<u>780,000,000</u>
(2) Stock code : <u>N/A</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>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

2. Preference Shares

Stock code : <u>N/A</u>	Description : <u>Limited-voting Non-redeemable Convertible Preference Shares (unlisted)</u>		
		No. of preference shares	Par value (<i>HKD</i>)
			Authorised share capital (<i>HKD</i>)
Balance at close of preceding month		<u>4,539,352,941</u>	<u>0.05</u>
Increase/(decrease)		<u>N/A</u>	<u>N/A</u>
Balance at close of the month		<u>4,539,352,941</u>	<u>0.05</u>

3. Other Classes of Shares

Stock code : <u>N/A</u>	Description : <u>N/A</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>N/A</u>	<u>N/A</u>
Increase/(decrease)		<u>N/A</u>	<u>N/A</u>
Balance at close of the month		<u>N/A</u>	<u>N/A</u>

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

1,006,967,647.05

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>2,302,650,000</u>	<u>N/A</u>	<u>3,739,352,941</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>950,000,000</u>	<u>N/A</u>	<u>(700,000,000)</u>	<u>N/A</u>
Balance at close of the month	<u>3,252,650,000</u>	<u>N/A</u>	<u>3,039,352,941</u>	<u>N/A</u>

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. Share Option Scheme (approved at AGM held on 05/09/2012)						
Ordinary Shares (Note 1)	<u>-</u>	<u>-</u>	<u>-</u>	<u>300,000</u>	<u>-</u>	<u>79,090,000</u>
2. N/A						
(/ /) shares (Note 1)						
3. N/A						
(/ /) shares (Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (HKD)			<u>N/A</u>			

Warrants to Issue Shares of the Issuer which are to be Listed

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	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) _____ (/ /)						
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) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	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. Convertible Bonds</u> <u>(unlisted)</u>						
	HKD	40,000,000	-	40,000,000	-	40,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	1.00					
EGM approval date (if applicable) (dd/mm/yyyy)	(31/10/2016)					
<u>2. Convertible Bonds</u> <u>(unlisted)</u>						
	HKD	500,000,000	212,500,000	287,500,000	250,000,000	338,235,294
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	0.85					
EGM approval date (if applicable) (dd/mm/yyyy)	(25/07/2016)					
<u>3. Limited-voting Non-redeemable Convertible Preference Shares</u> <u>(unlisted)</u>						
	HKD	3,178,450,000	595,000,000	2,583,450,000	700,000,000	3,039,352,941
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	0.85					
EGM approval date (if applicable) (dd/mm/yyyy)	(25/07/2016)					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
			Total C. (Ordinary shares)	950,000,000		
			(Preference shares)	(700,000,000)		
			(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 <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1)		
2. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1)		
3. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	N/A N/A 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) _____	(/ /)	(/ /)
				N/A	N/A
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) _____	(/ /)	(/ /)
				N/A	N/A
3. Placing	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
				N/A	N/A
4. Bonus issue			Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
				N/A	N/A

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 _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
6. Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
7. Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
8. Consideration 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>	<u>N/A</u>
9. Capital reorganisation		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<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
10. Other	At price :	State currency _____	Class of shares _____ issuable (<i>Note 1</i>)	Issue and allotment date : (dd/mm/yyyy) (/ /)	
				AGM approval date: (dd/mm/yyyy) (/ /)	
					N/A
				Total E. (Ordinary shares) <u>N/A</u>	
				(Preference shares) <u>N/A</u>	
				(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>950,000,000</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>(700,000,000)</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Ng Man Kit Micky

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.*