



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Water Oasis Group Limited

Date Submitted 05/05/2010

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 1161 Description : Ordinary shares with par value of HK\$0.1 each

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>1,000,000,000</u>	<u>0.1</u>	<u>100,000,000</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>1,000,000,000</u>	<u>0.1</u>	<u>100,000,000</u>

(2) Stock code : N/A 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 :	_____	
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

## 3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*HK\$*) : **100,000,000**

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	<b>739,112,000</b>	N/A	N/A	N/A
Increase/ (decrease) during the month	<b>0</b>	N/A	N/A	N/A
Balance at close of the month	<b>739,112,000</b>	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. N/A _____ _____ _____ _____ ( / / ) shares (Note 1)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ _____ ( / / ) shares (Note 1)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ _____ ( / / ) shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)		N/A	
			(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

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 ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2.						
( / / ) 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) _____ Class of shares issuable ( <i>Note 1</i> ) _____ 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)

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
<b>1. Please refer to "Remark A" in the Remarks section</b>						
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
<b>2.</b> _____ _____ _____						
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
<b>3.</b> _____ _____ _____						
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
<b>4.</b> _____ _____ _____						
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) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</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)

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
<p>1. On December 18, 2009, the Company entered into a Consultancy Agreement (the "Agreement") with the Advisor, Luminary Capital Limited and Mr. Leung Pak To, Francis for a period of 24 months, conditionally granted to the Advisor the right to require the Company to issue up to 36,955,600 option shares (the "Option Shares") at the option price of HK\$2.26 (the "Option Price") per option share during the 36 months option period (the "Option Period") to the Advisor, Mr. Leung Pak To, Francis or his nominee(s) (the "Nominee(s)"). The option can be exercised once or more than once, in full (or in part), in such amounts and at such times as the Advisor shall determine during the Option Period. The Agreement provides, among other things, that if there is an alteration in the capital structure of the Company during the Option Period by way of bonus issue, corresponding adjustments shall be made to (a) the number or nominal amount of the Option Shares then remaining subject to the Option so far as unexercised and/or (b) the Option Price, so as to give the Advisor or the Nominee(s) the same proportion of the equity capital of the Company as that to which the Advisor or the Nominee(s) was previously entitled. Following the Bonus Share Issue, the number of the Option Shares and the Option Price will be adjusted to 73,911,200 shares and HK\$1.13 per Option Share respectively with effect from the first day of dealings in the Bonus Shares, i.e. April 1, 2010, so as to give the Advisor or the Nominee(s) the same proportion of the equity capital of the Company as enlarged by the Bonus Share Issue.</p> <p>Please refer to the Company's announcement dated December 20, 2009 and the Company's final results announcement dated January 13, 2010 for more details.</p>		
<p style="text-align: right;">( / / ) Ordinary shares (<i>Note 1</i>)</p>		73,911,200
<p>2.</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p>3.</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p style="text-align: right;">Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p>Nil N/A N/A</p>	

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 _____ <i>(Note 1)</i>	Issue and allotment date : (dd/mm/yyyy) _____  EGM approval date: (dd/mm/yyyy) _____	( / / ) _____	( / / ) _____
2. Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i>	Issue and allotment date : (dd/mm/yyyy) _____  EGM approval date: (dd/mm/yyyy) _____	( / / ) _____	( / / ) _____
3. Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i>	Issue and allotment date : (dd/mm/yyyy) _____  EGM approval date: (dd/mm/yyyy) _____	( / / ) _____	( / / ) _____ <b>Please refer to “Remark A” in the Remarks section</b>
4. Bonus issue		Class of shares issuable _____ <i>(Note 1)</i>	Issue and allotment date : (dd/mm/yyyy) _____  EGM approval date: (dd/mm/yyyy) _____	( / / ) _____	( / / ) _____

For Main Board and GEM listed issuers

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



For Main Board and GEM listed issuers

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
9. Capital reorganisation	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )		
10. Other (Please specify)	At price : State currency _____ Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )		
		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>N/A</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</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):

A. On April 27, 2010, the Company entered into the Subscription Agreement with DAMF II Beauty Services Holdings Limited (the "Subscriber"), pursuant to which the Subscriber has agreed to subscribe for (i) the Convertible Bonds in an aggregate principal amount of HK\$39,000,000 and (ii) 24,840,764 Subscription Shares at the Subscription Price of HK\$1.57 per Share.

Upon full conversion of the HK\$39,000,000 principal amount of the Convertible Bonds at the Initial Conversion Price of HK\$2.21, a total of 17,647,058 Conversion Shares will be issued.

The Bondholder can convert the outstanding principal amount of the Convertible Bonds in whole or in part into Shares (in authorised denominations) commencing on and excluding the 7<sup>th</sup> day after the issue date up to and including the date which is seven days prior to the day before the third anniversary from the date of issue of the Convertible Bonds (the "Maturity date").

Unless previously converted or purchased or redeemed, the Convertible Bonds will be redeemed on the maturity date at Redemption Amount.

Both the Subscription Shares and the Convertible Bonds have been issued on May 4, 2010.

Please refer to the Company's announcement dated April 27, 2010 for more details.

Submitted by: Mo Yuen Yee, Shirley.

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.*