



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer GOME ELECTRICAL APPLIANCES HOLDING LIMITED

Date Submitted 7 July 2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 0493 Description : _____

	No. of ordinary shares	Par value (HK\$)	Authorised share (HK\$)
Balance at close of preceding month	<u>200,000,000,000</u>	<u>0.025</u>	<u>5,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>200,000,000,000</u>	<u>0.025</u>	<u>5,000,000,000</u>

(2) Stock code : _____ 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 : _____	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 : _____	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\$*) : 5,000,000,000

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>12,758,755,804</u>	<u>--</u>	<u>--</u>	<u>--</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>--</u>	<u>--</u>	<u>--</u>
Balance at close of the month	<u>12,758,755,804</u>	<u>--</u>	<u>--</u>	<u>--</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. _____ _____ _____ (/ /) _____ shares (Note 1)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ (/ /) _____ shares (Note 1)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (/ /) _____ shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)	_____		
			(Preference shares)	_____		
			(Other class)	_____		
Total funds raised during the month from exercise of options (State currency)	_____					

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. US\$25 million Unlisted Warrants	US\$	US\$25,000,000	--	US\$25,000,000	--	100,765,820
(28/02/2011)						
Stock code (if listed)		N/A				
Class of shares issuable (Note 1)		Ordinary				
Subscription price		US\$0.2481				
EGM approval date (if applicable) (dd/mm/yyyy)		(N/A)				
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)		Nil
				(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
1. Zero Coupon Convertible Bonds Due 2014	RMB	RMB4,600 million	--	RMB4,600 million	--	944,130,464
<i>(Remarks)</i>						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$4.96 (at a fixed exchange rate of HK\$1.00 : RMB0.9823)					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
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
<p>1. Pursuant to an Investment Agreement dated 7 June 2009 (the "Investment Agreement"), details of which are set out in the announcement of the Issuer dated 22 June 2009 (the "Announcement"), it was proposed that:</p> <p>(a) RMB1,590 million US Dollar settled 5% coupon convertible bonds due 2016 (the "2016 CB") would be issued by the Issuer, subject to the satisfaction or waiver by the Issuer of the conditions precedent of the Investment Agreement.</p> <p>(b) Initial conversion price per share is HK\$1.180 (subject to adjustment). If the Open Offer (as defined in the Announcement) is completed, the conversion price will be adjusted to HK\$1.108 per share.</p> <p>(c) Approximately 1,628 million shares (assuming full conversion at the adjusted conversion price of HK\$1.108 per shares) would be issued pursuant to conversion of the 2016 CB.</p> <p>EGM approval date: N/A</p> <p>Class of shares to be issued upon conversion of the 2016 CB: Ordinary (<i>Note 1</i>)</p>	N/A	Approximately 1,628 million shares (assuming full conversion at the adjusted conversion price of HK\$1.108 per share)
<p>2. Proposed open offer of not less than 2,296,576,044 shares and not more than 2,484,657,375 shares at the subscription price of HK\$0.672 per share on the basis of 18 shares for every 100 existing shares, details of which are set out in the Announcement.</p> <p>EGM approval date: N/A</p> <p>Class of shares to be issued: Ordinary (<i>Note 1</i>)</p>	N/A	Not less than 2,296,576,044 shares and not more than 2,484,657,375 shares
<p>3.</p> <p>(/ /)</p> <p>shares (<i>Note 1</i>)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>Nil</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

Other Movements in 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 close of the month
Type of Issue					
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)	(/ /) (/ /)	_____	_____
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)	(/ /) (/ /)	_____	_____
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)	(/ /) (/ /)	_____	_____
4. Bonus issue		Class of shares issuable (Note 1) _____ 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
5.	Scrip dividend	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) (/ /)	_____
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
8.	Consideration 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) (/ /)	_____

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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
		Total E. (Ordinary shares)	_____
		(Preference shares)	_____
		(Other class)	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) Nil
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

As stated in the announcement of the Issuer dated 5 July 2009, in accordance with the terms and conditions of the RMB Denominated USD Settled Zero Coupon Convertible Bonds Due 2014 (the "2014 CB"), the conversion price per share of the Issuer has been adjusted from HK\$4.96 to HK\$4.54 (assuming 2,296,576,044 shares of the Issuer are issued under the open offer) or HK\$4.51 (assuming 2,484,657,375 shares of the Issuer are issued under the open offer) as a result of the payment of interim dividend of HK3.0 cents per share of the Issuer paid in 2008 by the Issuer and the proposed open offer as announced by the Issuer on 22 June 2009, with effect from 3 July 2009 (collectively, the "Adjustments"). Following the Adjustments, the maximum number of conversion shares to be issued by the Issuer upon full conversion of the 2014 CB will be 1,031,472,929 (assuming 2,296,576,044 shares of the Issuer are issued under the open offer) or 1,038,334,168 (assuming 2,484,657,375 shares of the Issuer are issued under the open offer) conversion shares.

Submitted by: Jackson Woo

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.*