HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

30/06/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zhi Sheng Group Holdings Limited
Date Submitted	02/07/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8370</u> Descrip	otion :	Ordinary S	Shares
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding month	1,500,000,000	\$0.01	\$15,000,000.00
Increase/(decrease)	Nil	-	Nil
Balance at close of the month	1,500,000,000	\$0.01	\$15,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

2. Preference Shares

Stock code :	N/A	_Description	: <u>N/A</u>		
		ţ	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	f precedin	g month			
Increase/(decrease	e)				
Balance at close o	f the mont	h			

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	N/A		
			clas	f other ses of ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	of precedir	ng month			<u> </u>	
Increase/(decreas	e)	_			-	
Balance at close c	of the mon	th _				

Total authorised share capital at the end of the month (HK\$):

\$15,000,000.00

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	670,000,000	N/A	N/A	N/A
preceding month	670,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	134,000,000			
Balance at close of the month	804,000,000			

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Op	tion Schemes o	f the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM		Movement durir	ng the month		thereto	thereto as at close of
approval date						the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option	Granieu	LXercised	Cancelleu	Lapseu		
Scheme						
adopted on						
19/12/2016						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
(11010-1)						
3. N/A						
shares						
(Note 1)						
(11010-1)		Total	A. (Ordina	ry charge)	Nil	
		10121	(Preferenc		N/A	
				her class)	N/A	
Total funds raised d	uring the me	nth from overei	•		11/7	
of options (HK\$)	uning the mo		50	N/A		
				1 1/7 1		

Warrants to Issue Shares of the	e 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
<u>1. N/A</u>						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	-			
<u>2. N/A</u>						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)	-			
	,					<u> </u>
(/ /) 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 E	3. (Ordina	ary shares)	N/A	
				ice shares)	N/A	-
			(C	ther class)	N/A	_

Con	vertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ich are to be Liste	ed)		
Clas	ss and description	Currency of amount outstanding	Amount at close of preceding month	Converted	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.	N/A						
<u> </u>	Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) N/A	(/ /)					
		—					
3.	Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A						
4	Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A						
	Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordina	ary shares) ce shares)	N/A N/A	-
					ther class)	N/A	-
				(0			-

Options (other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy),	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
if applicable, and class of shares issuable:		
1. N/A		
	-	
shares (Note 1)		
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
	_	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	<u>.</u>
(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)

Oth	ner Movements	in Issued Sha	are Capital				No. of the	No. of the state
	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
					N1/A			
				Class of shares issuable (Note 1)	<u>N/A</u>			
1.	Rights issue	At price :	State currency	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 :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	<u>Ordinar</u> Shares			
3.	Placing	At price :	НК\$ <u>0.235</u>	Issue and allotment date : (dd/mm/yyyy)	(25/06/20	19)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							134,000,000	134,000,000
				Class of shares	N/A			
				issuable (Note 1)	, , .	,		
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 :	State currency ———	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)	N/A			
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

	Type of Issue				No. of new shares of issuer 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)			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(//)		
						_
			Class of shares issuable (Note 1)	N/A		
10.	Other (Please specify) At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Total (Prefe		es) <u>134,000,000</u>)
			(1.10)	(Other clas		-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	134,000,000	
(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 I Capital").)	ssued Share	

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 3);

(v)	all documents required by t	he Compan	ies (Winding	g Up an	d Miscel	laneous	Provisions)	Ordina	ince to	o be
	filed with the Registrar of C	Companies	have been	duly file	d and th	nat comp	fiance has	been r	nade	with
	other legal requirements;									

- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duty satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Leung Yuk Yi
Title: Company Secretary (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.