HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/01/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zhi Sheng Group Holdings Limited	
Date Submitted	06/02/2020	

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	_Descriptio	on :	N/A		
			prefe	. of rence ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	f preceding	g month				
Increase/(decrease	e)					
Balance at close o	f the mont	h				

3. Other Classes of Shares

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

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	804.000.000	N/A	N/A	N/A
Increase/ (decrease) during the month	103,333,333			
Balance at close of the month	907,333,333			

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opt	tion Schemes o	f the Issuer)			
Particulars of share option scheme including EGM		. .				No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		Movement durin	g the month			the month
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted on 19/12/2016						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
<u>2. N/A</u>						
(/ /) shares (Note 1)						
<u>3. N/A</u>						
(/ /) shares						
(Note 1)		T _+-1	۸ (Outline -	n obcres)	NI!!	
		IOTAI	A. (Ordinal		Nil	
			(Preferenc		N/A	
				her class)	N/A	
Total funds raised d of options (HK\$)	uring the mo	nth from exercis	Se	N/A		

Warrants to Issue Shares of the	e Issuer which	are to be Listed	1			
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>						
O de contrations de la c						
EGM approval date (if applicable)			-			
(dd/mm/yyyy)	(/ /)	_			
<u>2. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	() /)	-			
<u>3. N/A</u>)	-			
				<u></u> .		
(/ /) Stock code (if listed) Class of shares issuable (Note 1)			- -			
Subscription price			-			
(if applicable)						
(dd/mm/yyyy) 4. N/A	(/ /)	-			
<u>4. IN/A</u>						
						<u> </u>
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price			-			
EGM approval date (if applicable)			-			
(dd/mm/yyyy)	(/ /)	-			
		Total E		ary shares)	N/A	_
				ice shares)	N/A	-
			(C	other class)	N/A	-

Conve	ertibles (i.e. Convertible	into Shares of th	ie Issuer whi	ch are to be Liste	ed)		
	and description	Currency of amount outstanding	Amount at close of preceding month	Converted	Amount at close of the month	No. of new shares of 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.</u> [J/A						
		_					
		_					
i 5 6 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	Stock code (if listed) Class of shares ssuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) N/A	(/ /)					
i 5 6 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	Stock code (if listed) Class of shares ssuable <i>(Note 1)</i> Subscription price EGM approval date if applicable) (dd/mm/yyyy) N/A						
i S E	Stock code (if listed) Class of shares ssuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A	(/ /) 					
		_					
i E	Stock code (if listed) Class of shares ssuable <i>(Note 1)</i> Subscription price EGM approval date						
	if applicable) dd/mm/yyyy)	(/ /)			ary shares) ce shares) ther class)	N/A N/A N/A	- -

Opti	ions (other than under Share Option Schemes)		
if a	ll particulars including EGM approval date (dd/mm/yyyy), pplicable, 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)		
	Silales (Note 1)		- <u> </u>
_	N1/A		
2.	N/A		
	shares (Note 1)		
3.	N/A		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
		N/A N/A	-
	(Other class)	IN/A	-
1			

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

Class of shares <u>N/A</u> issuable (Note 1) 1. Rights issue At price : State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares <u>N/A</u> Class of shares <u>N/A</u> State laws and allotment (/ /)	Oth	ner Movements	in Issued Sha	ire 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
1. Rights issue At price: State currency Issue and allotment date: (dd/mm/yyyy) (/ /) date: (dd/mm/yyyy) 2. Open offer At price: State currency Class of shares issuable (Note 1) N/A issuable (Note 1) 2. Open offer At price: State currency Issue and allotment date: (dd/mm/yyyy) (/ /) issue and allotment (/ /) 3. Placing At price: State currency Class of shares issuable (Note 1) N/A issuable (Note 1) 3. Placing At price: State currency Class of shares issuable (Note 1) N/A issuable (Note 1) 4. Bonus issue Class of shares date: (dd/mm/yyyy) N/A issuable (Note 7)		Type of Issue							month
1. Hights issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares 2. Open offer At price : State currency Issue and allothent (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) gamma (/ /) (/						N/A			
2. Open offer At price : State currency Class of shares	1.	Rights issue	At price :			(/ /)		
2. Open offer At price : State currency Issue and allotment (// /) date : (dd/mm/yyyy) 2. Open offer At price : State currency Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: ///) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment (/ /) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: ///) (dd/mm/yyyy) 4. Bonus issue Class of shares lissuable (Note 1) Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (/) (dd/mm/yyyy) Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (/) (/) (/) (/) (/) (/) (/					EGM approval date: (dd/mm/yyyy)	(/ /)		
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2. Open offer At price : currency date : (dd/mm/yyyy) Gate : (dd/mm/yyyy) EGM approval date: (/ /) 3. Placing At price : State Issue and allotment (/ /) 3. Placing At price : State Issue and allotment (/ /) Gate : (dd/mm/yyyy) EGM approval date: (/ /)						N/A			
Class of shares	2.	Open offer	At price :			(/ /)		
3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (/ /) 4. Bonus issue Class of shares N/A issuable (Note 1) Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /) EGM approval date: (/ /) EGM approval date: (/ /)					EGM approval date: (dd/mm/yyyy)	(/ /)		
3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (/ /) 4. Bonus issue Class of shares N/A issuable (Note 1) Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /) EGM approval date: (/ /) EGM approval date: (/ /)									
 3. Placing At price : Otate currency liste and allotment date : (dd/mm/yyyy) EGM approval date: (/ /) EGM approval date: (/ /) Class of shares <u>N/A</u> issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) 						N/A			
4. Bonus issue Glass of shares <u>N/A</u> issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)	3.	Placing	At price :			(/ /)		
4. Bonus issue lissue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)					EGM approval date:	(/ /)		
4. Bonus issue lissue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)									
4. Bonus issue date : (dd/mm/yyyy) EGM approval date: (/ /)						N/A			
	4.	Bonus issue				(/ /)		
					EGM approval date: (dd/mm/yyyy)	(/ /)		

S. Scrip dividend At price : State currency	No. of new shares of suer which may be issued pursuant ereto as a lose of the month	i: ; t	No. of new shares of issuer issued during the month pursuant thereto									Type of Issue	
5. Scrip dividend At price : State currency					N/A								
EGM approval date: (/ /) 6. Repurchase of shares Class of shares)	(/ /	allotment	Issue ar			price :		Scrip dividend	5.
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares Class of shares)	(/ /	val date:	EGM ap						
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares Class of shares													
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares NA redeemed (Note 1) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) (15/01/2020) EGM approval date: (dd/mm/yyyy)					N/A								
Class of shares N/A Redemption of Redemption date : (/ /) Shares Redemption date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) Class of shares 8. Consideration At price : HK\$ 0.24 Issue and allotment (15/01/2020) EGM approval date: (10/01/2020))	(/ /						f	Repurchase of shares	6.
7. Redemption of shares Redemption date : (/ /) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (dd/mm/yyyy) (15/01/2020) EGM approval date: (10/01/2020))	(/ /	val date: vy)	EGM ap (dd/mm/						
7. Redemption of shares Redemption date : (/ /) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (dd/mm/yyyy) (15/01/2020) EGM approval date: (10/01/2020)													
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) 8. Consideration issue At price : HK\$ 0.24 Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) (/ /) 8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (/ /) (/ / /) (/ /) EGM approval date: (/ /) (/ / /) (/ /) EGM approval date: (/ /) (/ / /) (/ /)					N/A								
(dd/mm/yyyy) (dd/mm/yyyy) 8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (dd/mm/yyyy) (15/01/2020) EGM approval date: (dd/mm/yyyy) (10/01/2020))	(/ /	n date : /y)	Redemp (dd/mm/				f		7.
8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (dd/mm/yyyy) (15/01/2020) EGM approval date: (dd/mm/yyyy) (10/01/2020))	(/ /	val date: /y)	EGM ap (dd/mm/						
8. Consideration issue At price : HK\$ 0.24 Issue and allotment date : (dd/mm/yyyy) (15/01/2020) EGM approval date: (dd/mm/yyyy) (10/01/2020)													
issue At price : HK\$ <u>0.24</u> date : (dd/mm/yyyy) (15/01/2020) EGM approval date: (dd/mm/yyyy) (10/01/2020)				<u>у</u>	<u>Ordinary</u> <u>Shares</u>								
(dd/mm/yyyy) (10/01/2020)				20)	(15/01/202			0.24	HK\$	price :			8.
	Nil	<u>33</u>	103,333,333	20)	(10/01/202	oval date: vy)	EGM ap (dd/mm/						

Type of Issue	No. of new No. of new shares of shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as at thereto close of the month
	Class of shares <u>N/A</u> issuable <i>(Note 1)</i>
9. Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)
	EGM approval date: (/ /) (dd/mm/yyyy)
	Class of shares <u>N/A</u> issuable (Note 1)
10. Other (Please specify) At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)
	EGM approval date: (/ /) (dd/mm/yyyy)
	Total E. (Ordinary shares) <u>103,333,333</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)	103,333,333	
(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 the	Companies (W	/inding Up a	and Misce	ellaneous	Provisions)	Ordinan	ce to be
	filed with the Registrar of Co	npanies have t	been duly fi	iled and	that comp	fiance has	been ma	ade 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.