## **HKEX** 香港交易所

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

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

31/07/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zhi Sheng Group Holdings Limited
Date Submitted	03/08/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8370</u> Descrip	otion :	Ordinary	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> Descriț	otion : <u>N/A</u>		_
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

#### 2. Preference Shares

Stock code :	N/A	_Description :	N/A		
		pre	No. of ference hares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	f preceding	g month			
Increase/(decrease	e)				
Balance at close o	f the month	n			

### 3. Other Classes of Shares

Stock code : _	N/A	_Descriptior	n : <u>N/A</u>		
		•	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	of preceding	g month			
Increase/(decreas	se)				
Balance at close o	of the month	n			

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

\$15,000,000.00

## II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of				
preceding month	907,333,333	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil			
Balance at close of the month	907,333,333			

## III. Details of Movements in Issued Share Capital

Share Options (und	er Share Op	tion Schemes of	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 durin	g the month		thereto	thereto as at close of
approval date						the month
(dd/mm/yyyy) and class of shares						
issuable	Crantad	Evereiged	Concelled	Langed		
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
adopted on						
19/12/2016						
	N ICI	N I''	N 111	N ICI	N I'I	NU
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. N/A						
<u>2. IN/A</u>						
·						
shares						
(Note 1)						
3. N/A						
0.11/1						
shares						
(Note 1)						
		Total	A (Ordina)	v charac)	Nil	
		TOLAI	A. (Ordinar (Preference)		N/A	
			•	her class)	N/A	
Total funds raised d	uring the mo	onth from exercis	se	N1/A		
of options (HK\$)				N/A		

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 at clos preceo mon	e of ling	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)							
2. N/A	•						
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							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
			Total B.	(Ordine	ary shares)	N/A	
					ce shares)	N/A	-
					ther class)	N/A	-

Convertibles (i.e. C	onvertible i	into Shares o	of the	Issuer whicl	n are to be Liste	ed)		
Class and description	on	Currency amount outstandir	of	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. N/A</u>		_						
		_						
		-						
Stock code (if Class of share issuable ( <i>Note</i> Subscription p EGM approva (if applicable) (dd/mm/yyyy)) 2. N/A	es e 1) price I date							
		_						
Stock code (if Class of share issuable (Note Subscription p EGM approva (if applicable) (dd/mm/yyyy) 3. N/A	es e 1) price		)					
		_						
Stock code (if Class of share issuable ( <i>Note</i> Subscription p EGM approva (if applicable) (dd/mm/yyyy) 4. N/A	es e 1) price							
		_						
Stock code (if Class of share issuable ( <i>Note</i> Subscription p EGM approva (if applicable) (dd/mm/yyyy)	es e 1) price	( / /	)					
				1		ary shares) ce shares) ther class)	N/A N/A N/A	- - -

Opu	ons (other than under Share Option Schemes)		
Ful if a	l 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		
1			
	shares (Note 1)		
2	N/A		
Z.			
	shares (Note 1)		
	N1/A		
3.	N/A		
	shares (Note 1)		
1	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
1	(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					
	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
	Type of issue							
				Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>			
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
$\vdash$				Class of shares	N/A			
2.	Open offer	At price :	State	issuable <i>(Note 1)</i> Issue and allotment	( / /	)		
	,	1	currency	date : (dd/mm/yyyy) EGM approval date:	( / /	)		
				(dd/mm/yyyy)				
				Class of shares issuable <i>(Note 1)</i>	N/A			
3.	Placing	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	( / /	)		
			-	EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares issuable (Note 1)	N/A			
4.	Bonus issue			lssue 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 ( <i>Note 1</i> )	N/A			
5.	Scrip dividend	At price :	State currency ———	. ,	( / /	)		
					( / /	)		
				Class of shares repurchased ( <i>Note 1</i> )	N/A			
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares redeemed ( <i>Note 1</i> )	<u>N/A</u>			
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares issuable ( <i>Note 1</i> )	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 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
9. Capital Issue and allotme	
reorganisation date : (dd/mm/yy) EGM approval da (dd/mm/yyyy)	
Class of st	nares <u>N/A</u>
10. Other (Please specify)       At price :       State currency       Issue and allotme date : (dd/mm/yy)	yy)
EGM approval da (dd/mm/yyyy)	
	Total E. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(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 Capital").)	Issued 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 (Winding	g Up and Mis	cellaneous Pro	visions)	Ordinance t	o be
( )	filed with the Registrar of	Companies have been	duly filed and	d that complia	nce has b	been made	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.