日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/01/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zhi Sheng Group Holdings Limited
Date Submitted	02/02/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares						
(1) Stock code : 8370 Description : 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> 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	o. of erence ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	f precedin	g month				
Increase/(decreas	e)					
Balance at close o	f the mont	h				

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	N/A		
			clas	of other ses of ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	of precedir	ng month				
Increase/(decreas	se)	_				
Balance at close o	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 ordinary shares (1) (2)		No of preference shares	No. of other classes of shares
		(=)	onaroo	
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 Opt	tion Schemes of	f the Issuer)			
Particulars of share option scheme including EGM	Particulars of share option scheme					No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		Movement durin	ig 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)						
		Tatal	A (Ordina)	w oboroo)	Nil	
		iotal	A. (Ordinal		<u> </u>	
			(Preferenc		<u> </u>	
				her class)	IN/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 List	ed			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal valu at close of preceding month	le 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 contration de des						
EGM approval date						
(if applicable)		`				
	(/ /)				
<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>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>4. N/A</u>						
(/ /)						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Toto	B (Ordina	ary shares)	N/A	
		Tota		ary shares) ce shares)	N/A N/A	_
				ther class)	N/A N/A	-
			(0		1 1/7 1	

Conve	ertibles (i.e. Convertible	into Shares of t	he Issuer wh	nich are to be Liste	ed)		
	and description	Currency of amount outstanding	Amount a 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>	N/A						
		_					
	Cubaarintian nuisa						
	Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /) 					
	Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A						
i	Stock code (if listed) Class of shares issuable <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	- -

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
1. N/A		
shares (Note 1)		
2. N/A		
shares (Note 1)		
3. N/A		
	4	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(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					
	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
					N 1/A			
				Class of shares issuable (Note 1)	N/A			
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares	N/A			
2.	Open offer	At price :	State	issuable (Note 1) Issue and allotment	(/ /)		
	openener	na prioci.	currency	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
				(dd/mm/yyyy)				
				Class of shares issuable (Note 1)	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			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	N/A			
			Otata	issuable (Note 1)	(/ /)		
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	sh i du p	b. of new No. of new mares of shares of issuer issuer which ssued may be month pursuant ursuant thereto as at hereto close of the month
	Class of shares <u>N/A</u> issuable (Note 1)	
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	lssue and allotment (/ /) date:(dd/mm/yyyy)	
	EGM approval date: (/ /) (dd/mm/yyyy)	
	Total E. (Ordinary shares) (Preference shares) (Other class)	N/A N/A 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 Compani	es (Winding	g Up and	Miscella	ineous F	rovisions)	Ordina	nce to be
. ,	filed with the Registrar of	Companies h	nave been	duly filed	I and tha	t compl	iance has	been m	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.