



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zhi Sheng Group Holdings Limited

Date Submitted: 03 March 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08370	Description				
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	300,000,000		HKD	0.1	HKD	30,000,000
Increase / decrease (-)					HKD	
Balance at close of the month	300,000,000		HKD	0.1	HKD	30,000,000

Total authorised/registered share capital at the end of the month: HKD 30,000,000

**II. Movements in Issued Shares and/or Treasury Shares**

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08370	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		139,364,371	0	139,364,371		
Increase / decrease (-)		14,524,158				
Balance at close of the month		153,888,529	0	153,888,529		

### III. Details of Movements in Issued Shares and/or Treasury Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)		Yes							
Stock code (if listed)		08370		Description												
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month			Number of share options outstanding at close of the month		Number of new shares issued during the month pursuant thereto (A1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme adopted on 19/12/2016	200,000					200,000		0		0		200,000		6,500,000	
General Meeting approval date (if applicable)																

Increase in issued shares (excluding treasury shares): \_\_\_\_\_ 0 Ordinary shares (AA1)

Decrease in treasury shares: \_\_\_\_\_ 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD \_\_\_\_\_ 0

**(B). Warrants to Issue Shares of the Issuer**

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		Ordinary shares		Type of shares		Not applicable		Listed on the Exchange (Note 1)			Yes				
Stock code (if listed)		08370		Description											
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month						
1).	Convertible bonds of principal amount of HKD \$12,400,000 issued on 26 February 2024	HKD	9,920,000	Converted	-9,920,000	0	14,524,158	0	0						
Type of the Convertibles		Bond/Notes													
Stock code of the Convertibles (if listed on the Exchange) (Note 1)															
Subscription/Conversion price		HKD 0.683													
General Meeting approval date (if applicable)		07 February 2024													

Increase in issued shares (excluding treasury shares): 14,524,158 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)**

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	14,524,158	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

**IV. Information about Hong Kong Depositary Receipt (HDR)**      Not applicable



**V. Confirmations**      Not applicable

Submitted by:      Yuen Lai Sheung

Title:      Company Secretary

                 (Director, Secretary or other Duly Authorised Officer)

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## Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".  
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.