

## Monthly Return of Equity Issuer on Movements in Securities

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

31/01/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Zhi Sheng Group Holdings Limited (the "Company")

Date Submitted

06/02/2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>8370</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at 20 January 2017 (Date of listing)	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> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____



## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at 20 January 2017 (Date of listing)	670,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil			
Balance at close of the month	670,000,000			

## III. Details of Movements in Issued Share Capital

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

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Share Option Scheme adopted on 19/12/2016</u>						
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
<u>2. N/A</u>						
( / / ) shares (Note 1)						
<u>3. N/A</u>						
( / / ) shares (Note 1)						
			Total A. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (HK\$)				N/A		

Warrants to Issue Shares of the 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
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
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						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	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
1. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
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						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total C. (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)

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 <hr/> <hr/> <div style="text-align: right;">( / / ) shares (Note 1)</div>		
2. N/A <hr/> <hr/> <div style="text-align: right;">( / / ) shares (Note 1)</div>		
3. N/A <hr/> <hr/> <div style="text-align: right;">( / / ) shares (Note 1)</div>		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	<div style="text-align: center;">N/A</div> <div style="text-align: center;">N/A</div> <div style="text-align: center;">N/A</div>	

Other Movements in Issued Share 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
1.	Rights issue	At price : State currency _____	Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4.	Bonus issue		Class of shares issuable (Note 1) <u> N/A </u> 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
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) <u>  N/A  </u> Issue and allotment date : ( dd/mm/yyyy ) ( / / ) EGM approval date: ( dd/mm/yyyy ) ( / / )	_____	_____
6.	Repurchase of shares		Class of shares repurchased (Note 1) <u>  N/A  </u> Cancellation date : ( dd/mm/yyyy ) ( / / ) EGM approval date: ( dd/mm/yyyy ) ( / / )	_____	_____
7.	Redemption of shares		Class of shares redeemed (Note 1) <u>  N/A  </u> Redemption date : ( dd/mm/yyyy ) ( / / ) EGM approval date: ( dd/mm/yyyy ) ( / / )	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) <u>  N/A  </u> 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
9. Capital reorganisation	Class of shares issuable (Note 1) <u>    N/A    </u> Issue and allotment date : ( dd / mm / yyyy ) ( / / ) EGM approval date: ( dd / mm / yyyy ) ( / / )	_____	_____
10. Other (Please specify) At price : _____ State currency _____	Class of shares issuable (Note 1) <u>    N/A    </u> Issue and allotment date : ( dd / mm / yyyy ) ( / / ) EGM approval date: ( dd / mm / yyyy ) ( / / )	_____	_____
		Total E. (Ordinary shares)	<u>    N/A    </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)	<u>    N/A    </u>
	(2)	<u>    N/A    </u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>    N/A    </u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>    N/A    </u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

The ordinary shares of the Company were newly listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited on 20 January 2017.

Submitted by: Tricolor Investor Services Limited

Title: Hong Kong Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*