

## Monthly Return of Equity Issuer on Movements in Securities

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

31/07/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Zhi Sheng Group Holdings Limited

Date Submitted

03/08/2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : 8370 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>1,500,000,000</u>      | <u>\$0.01</u>       | <u>\$15,000,000.00</u>                |
| Increase/(decrease)                 | <u>Nil</u>                |                     | <u>Nil</u>                            |
| Balance at close of the month       | <u>1,500,000,000</u>      | <u>\$0.01</u>       | <u>\$15,000,000.00</u>                |

(2) Stock code : N/A Description : N/A

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|---|
| Balance at close of preceding month | <u>_____</u>              | <u>_____</u>                     | <u>_____</u>                                    |
| Increase/(decrease)                 | <u>_____</u>              |                                  | <u>_____</u>                                    |
| Balance at close of the month       | <u>_____</u>              | <u>_____</u>                     | <u>_____</u>                                    |

## 2. Preference Shares

|                                     |                             |                             |                             |   |
|-------------------------------------|-----------------------------|-----------------------------|-----------------------------|---|
| Stock code :                        | <u>    N/A    </u>          | Description :               | <u>    N/A    </u>          |   |
|                                     |                             | No. of preference shares    | Par value (State currency)  | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>                    </u> | <u>                    </u> | <u>                    </u> | <u>                    </u>               |
| Increase/(decrease)                 | <u>                    </u> | <u>                    </u> | <u>                    </u> | <u>                    </u>               |
| Balance at close of the month       | <u>                    </u> | <u>                    </u> | <u>                    </u> | <u>                    </u>               |

## 3. Other Classes of Shares

|                                     |                             |                                |                             |   |
|-------------------------------------|-----------------------------|--------------------------------|-----------------------------|---|
| Stock code :                        | <u>    N/A    </u>          | Description :                  | <u>    N/A    </u>          |   |
|                                     |                             | No. of other classes of shares | Par value (State currency)  | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>                    </u> | <u>                    </u>    | <u>                    </u> | <u>                    </u>               |
| Increase/(decrease)                 | <u>                    </u> | <u>                    </u>    | <u>                    </u> | <u>                    </u>               |
| Balance at close of the month       | <u>                    </u> | <u>                    </u>    | <u>                    </u> | <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 ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 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 |  |   |
| 1. Share Option Scheme adopted on 19/12/2016   |                           |           |                            |        |  |   |
| Ordinary shares (Note 1)   | Nil                       | Nil       | Nil                        | Nil    | Nil  | Nil   |
| 2. N/A   |                           |           |                            |        |  |   |
| ( / / ) shares (Note 1)  |                           |           |                            |        |  |   |
| 3. N/A   |                           |           |                            |        |  |   |
| ( / / ) 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<br>(Date of expiry - dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 2. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 3. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 4. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| Total B. (Ordinary shares) _____ N/A<br>(Preference shares) _____ N/A<br>(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<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)  |  |   |
| 2. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)  |  |   |
| 3. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)  |  |   |
| <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> | N/A<br>N/A<br>N/A  |   |

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><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : | State currency _____ | Class of shares issuable (Note 1) <u> N/A </u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : | State currency _____ | Class of shares issuable (Note 1) <u> N/A </u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |            |                      | Class of shares issuable (Note 1) <u> N/A </u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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><br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( / / ) ( dd/mm/yyyy ) | _____  | _____   |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased (Note 1) <u> N/A </u><br>Cancellation date : ( / / ) ( dd/mm/yyyy )<br>EGM approval date: ( / / ) ( dd/mm/yyyy )     | _____  | _____   |
| 7.            | Redemption of shares |                                 | Class of shares redeemed (Note 1) <u> N/A </u><br>Redemption date : ( / / ) ( dd/mm/yyyy )<br>EGM approval date: ( / / ) ( dd/mm/yyyy )          | _____  | _____   |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable (Note 1) <u> N/A </u><br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>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><br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / ) | _____  | _____   |
| 10. Other (Please specify) At price : _____ State currency _____ | Class of shares issuable (Note 1) <u>    N/A    </u><br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>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):

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Submitted by: Tricor 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.*