



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: 29 February 2024

Status: Resubmission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zhi Sheng Group Holdings Limited

Date Submitted: 07 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable		Listed on SEHK (Note 1)	Yes	
Stock code	08370	Description					
		Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month		1,500,000,000	HKD	0.01	HKD	15,000,000	
Increase / decrease (-)		-1,200,000,000			HKD	15,000,000	
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

Remarks:

- (i) Every ten (10) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.1 each in the share capital of the Company. (as detailed in the circular of the Company dated 22 January 2024)
- (ii) Increase the authorised share capital of the Company from HK\$15,000,000 divided into 150,000,000 Consolidated Shares of par value of HK\$0.1 each after completion of the Share Consolidation to HK\$30,000,000 divided into 300,000,000 Consolidated Shares of par value of HK\$0.1 each by the creation of an additional 150,000,000 new Consolidated Shares. (as detailed in the circular of the Company dated 22 January 2024)

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08370	Description				
Balance at close of preceding month			907,333,333			
Increase / decrease (-)			-816,600,001			
Balance at close of the month			90,733,332			

Remarks:

- (i) Every ten (10) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.1 each in the share capital of the Company. (as detailed in the circular of the Company dated 22 January 2024)
- (ii) Increase the authorised share capital of the Company from HK\$15,000,000 divided into 150,000,000 Consolidated Shares of par value of HK\$0.1 each after completion of the Share Consolidation to HK\$30,000,000 divided into 300,000,000 Consolidated Shares of par value of HK\$0.1 each by the creation of an additional 150,000,000 new Consolidated Shares. (as detailed in the circular of the Company dated 22 January 2024)

III. Details of Movements in Issued Shares

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

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08370					
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	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued 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	200,000	6,700,000
General Meeting approval date (if applicable) _____							
2). Share Option Scheme	10,000,000			10,000,000	0	10,000,000	10,000,000
General Meeting approval date (if applicable) <u>02 August 2021</u>							

Total A (Ordinary shares): _____ 0

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

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

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

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08370					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued 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	12,400,000			12,400,000	0	18,155,197
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.683					
General Meeting approval date (if applicable)	07 February 2024						

Total C (Ordinary shares): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		08370				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Other (Please specify)			14 February 2024	07 February 2024	-816,600,001	
Share Consolidation						

Total E (Ordinary shares): -816,600,001

Remarks:

(i) Every ten (10) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.1 each in the share capital of the Company. (as detailed in the circular of the Company dated 22 January 2024)

(ii) Increase the authorised share capital of the Company from HK\$15,000,000 divided into 150,000,000 Consolidated Shares of par value of HK\$0.1 each after completion of the Share Consolidation to HK\$30,000,000 divided into 300,000,000 Consolidated Shares of par value of HK\$0.1 each by the creation of an additional 150,000,000 new Consolidated Shares. (as detailed in the circular of the Company dated 22 January 2024)

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -816,600,001

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)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM 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 submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”