HKEX
香港交易所

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: 31 January 2022 Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zhi Sheng Group Holdings Limited

Date Submitted: 07 February 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class 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 (-)				HKD	
Balance at close of the month	1,500,000,000	HKD	0.01	HKD	15,000,000

Total authorised/registered share capital at the end of the month: HKD 15,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class 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 (-)	
Balance at close of the month	907,333,333

III. Details of Movements in Issued Shares

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

1. Type of shares issuable	Ordinary shares	Class 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	0			0	0	0	67,000,000
General Meeting approval date (if applicable)							
2). Share Option Scheme	40,000,000			100,000,000	0	40,000,000	0
General Meeting approval date (if applicable)	02 August 2021						

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. Type of shares issuable	Ordinary shares	Class 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 HK $12,400,000 issued on 15 January 2020	HKD	12,400,000		12,400,000	0	51,666,666
	Type of convertibles	Bond/Notes					
	Stock code of the Convertibles (if listed on SEHK) (Note 1)						
	Subscription/Conversion price	HKD 0.24					
	General Meeting approval date (if applicable)	10 January 2020					
2).	Convertible bonds of principal amount of US $8,000,000 issued on 6 August 2021	USD	8,000,000		8,000,000	0	124,800,000
	Type of convertibles	Bond/Notes					
	Stock code of the Convertibles (if listed on SEHK) (Note 1)						
	Subscription/Conversion price	HKD 0.5					
	General Meeting approval date (if applicable)	02 August 2021					

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 Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	0

IV. Information about Hong Kong Depositary Receipt (HDR)

Not applicable

V. Confirmations

Not applicable

Submitted by: Leung Yuk Yi

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
   - "type of shares issuable" should be construed as "type 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
- “type of shares issuable” should be construed as “type of shares redeemed”; and
- “issue and allotment date” should be construed as “redemption date”