

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/11/2019</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zall Smart Commerce Group Ltd. (the "Company")
Date Submitted	03/12/2019

I. Movements in Authorised Share Capital

1. Ordinary	Shares

(1) Stock code : <u>2098</u> Descrip	tion :	shares	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	24,000,000,000	0.00333	80,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	24,000,000,000	0.00333	80,000,000
(2) Stock code : <u>N/A</u> Descrip	tion :	N/A	<u> </u>
(2) Stock code : <u>N/A</u> Descrip	tion : No. of ordinary shares	N/A Par value (State currency)	Authorised share capital (State currency)
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary	Par value (State	Authorised share capital
	No. of ordinary	Par value (State	Authorised share capital

2. Preference Shares

Stock code :	N/A	_Descrip	otion :	N/A	
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding n	nonth			
Increase/(decrease)				-	
Balance at close of	the month				

3. Other Classes of Shares

Stock code :	tock code : <u>N/A</u> Descrip			N/A	Α
			o. of other es of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of j	preceding 1	month			
Increase/(decrease)					
Balance at close of t	the month				

Total authorised share capital at the end of the month (HK\$) : 80,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	11,782,825,800	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	11,782,825,800	N/A	N/A	N/A

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		Movement d	No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued		
(dd/mm/yyyy) and class of shares issuable					pursuant thereto	pursuant thereto as at
15544610						close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.Share Option Scheme						
adopted by way of						
shareholders' written						
resolutions on						
20 June 2011						
(Exercise Price:HK\$8.48)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	45,667,950
(Note 1)						
2.Share Option Scheme						
adopted by way of						
shareholders' written						
resolutions on						
20 June 2011						
(Exercise Price:HK\$6.66)						
Ordinary shares	Nil	Nil	Nil	140,000	Nil	Nil
(Note 1)						
3.						
shares						
(Note 1)						
		Total A. (O	rdinary shares)	Nil		
			ference shares)			
		Ň	(Other shares)			
Total funds raised during the m	nonth from exerc					
of options (State currency)		N	Vil			

1. N/A	o. of new hares of uer which y be issued pursuant ereto as at ose of the month	i m t	res of issued ng the onth suant	No. of shares issuer is during mont pursua there	Nominal value at close of the month	kercised ring the month	du	Jominal va close o receding n	ıl	Currency o nominal value	ption of warrants of expiry - dd/mm/yyyy)	(Date
Stock code (if listed)											/A	<u>1.</u> N
Stock code (if listed)												
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 2. N/A											Stock code (if listed) Class of shares ssuable (Note 1)	X
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) 3. N/A)	. /	(/	EGM approval date if applicable) (dd/mm/yyyy)	
Stock code (if listed)											N/A	2.
issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (/ /) 3. N/A											Stock code (if listed)	
EGM approval date (if applicable) (dd/mm/yyyy) (/ / /) 3. N/A											ssuable (Note 1)	
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A)	/	(/	EGM approval date if applicable) dd/mm/yyyy)	
Stock code (if listed)												5.
Stock code (if listed)		- •									/ /)	(
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)											Stock code (if listed) Class of shares ssuable (Note 1)	
(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)												
4. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable))	/	(/	if applicable)	
Stock code (if listed)								,		× '		
Stock code (if listed)		_										
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)												(
Subscription price EGM approval date (if applicable)											Class of shares	
EGM approval date (if applicable)												
)			EGM approval date (if applicable)	
Total B.(Ordinary shares)N/A(Preference shares)N/A(Other class)N/A		_	A	N/A	e shares)	(Preferen	Total B.					

Convertibles (i.e. Convertible in	nto Shares of the I	ssuer which are to	be Listed)			
Class and description 1. N/A	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
	— —					
	<u> </u>					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	(/ /)					
2. N/A						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>	_					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)		Total C. (Ordir	nary shares)	N/A	_
				ence shares) Other class)	N/A N/A	

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		
shares (Note 1)		
2. <u>N/A</u>		
	_	
	_	
shares (Note 1)		
3. N/A		
(/ /)		
shares (Note 1)		
Total D. (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)

	Type of Issue	Issued Share Capital				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
			Class of shares issuable				
1.	Rights issue	At price : State	(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		currency	EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	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
~	Scrip dividend At price : Stat	Class of shares issuable (<i>Note 1</i>) Issue and allotment	(/ /)		
5.	Scrip dividend At price : Curr	ency — date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /		N/A	N/A
		Class of shares repurchased (Note 1)				
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(/ /			
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
		Class of shares redeemed (Note 1)				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
		Class of shares issuable (<i>Note 1</i>)				
8.	Consideration issue At price : Stat	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	Type of Issue				No. of ne shares of issuer issu during th month pursuar thereto	of shares of ued issuer which he may be issued nt pursuant
9.	Capital reorganisation		Class of shares issuabl (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	le (/ /		<u>A N/A</u>
10.	Other (Please specify)	At price : State	Class of shares issuabl (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	le		A N/A
			Total E. (J	(Ordinary sh Preference sh (Other c	ares) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil		
	(2)	N/A		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

IV. Confirmations

issuer, during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable: (Note 2) (i) all money due to the listed issuer in respect of the issue of securities has been received by it; (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled: all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities (iii) have been fulfilled; all the securities of each class are in all respects identical (*Note 3*); (iv) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with (v) the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be (vi) delivered in accordance with the terms of issue; (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied: and

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

(Remark 1)

Remarks (if any):

1. Since there was no movement in the issued share capital during the month, no confirmation is required to be				
made in Part IV of this return.				
Submitted by:	Foo Man Yee, Carina			
Title:	Company Secretary			
	(Director, Secretary or other duly authorised officer)			

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.*
- *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 append the prescribed continuation sheet.