

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing Limited					
Zall Smart Commerce Group Ltd. (the "Company") ate Submitted 05/02/2020					
I. Movements in Authorised Share Cap	. Movements in Authorised Share Capital				
1. Ordinary Shares			,		
(1) Stock code : 2098 Description : Ordinary 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 : N/A Descr	iption :	N/A	Λ		
	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					

31/01/2020

Stock code : N/A	Description :	on: N/A				
	No. of preferen shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding m	onth					
Increase/(decrease)						
Balance at close of the month						
3. Other Classes of Shares						
Stock code: N/A	Description:	N/A				
		14/1	1			
	No. of other classes of share	Par value (State	Authorised share capital (State currency)			
	No. of other classes of share	Par value (State	Authorised share capital			
Balance at close of preceding m	No. of other classes of share	Par value (State	Authorised share capital			
Balance at close of preceding m Increase/(decrease) Balance at close of the month	No. of other classes of share	Par value (State	Authorised shar capital			

II. Movements in Issued Share Capital

	No. of ordinary 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	Movement during the month				No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued	
including EGM approval date (dd/mm/yyyy) and class of shares issuable					pursuant thereto	pursuant thereto as at 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	70,000	Nil	Nil	
(Note 1)							
3.							
(/ /)							
shares							
(Note 1)		_					
		Total A. (C	Ordinary shares)				
		(Pre	eference shares)				
			(Other shares)	N/A			
Total funds raised during the n	nonth from exer						
of options (State currency)			Nil				

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Tota	(Prefere	nary shares) ence shares) Other class)	N/A N/A N/A	- -

Convertibles (i.e. Convertible in Class and description		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 (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)		Total C. (Ordin	nory charac)	N/A	
			(Prefere	ence shares) 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: 1. N/A	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
(/ /) shares (Note 1)	- - - - -	
2. N/A (/ /) shares (Note 1)	 - - -	
3. N/A (/ /)	-	
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A	

Type of Issue	N. C					Issued Share Capital	ner Movements in	Oth
Class of shares issuable (// /) 1. Rights issue At price: State currency Class of shares issuable (// /) EGM approval date: (// /) (//) EGM approval date: (//) (//) EGM approval date: (/ /)	No. of new shares of ssuer which may be issued pursuant thereto as at close of the month	shares of issuer issued during the month pursuant					Type of Issue	
1. Rights issue At price: State currency Issue and allotment (/ /) EGM approval date: (/ /) (/ /) EGM approval date: (/ /) N/A Class of shares issuable (/ /) EGM approval date: (/ /) N/A Class of shares issuable (/ /) EGM approval date: (/ /) N/A Class of shares issuable (/ /) EGM approval date: (/ /)								
At price Currency date (dd/mm/yyyy)				ble				
Class of shares issuable (Note 1) 2. Open offer At price: State currency			(/ /)				Rights issue	1.
Class of shares issuable			(/ /)					
Class of shares issuable N/A	N/A	N/A			(dd/mm/yyyy)			
Class of shares issuable (/ /) N/A								
Class of shares issuable				ble				
Class of shares issuable N/A			(/ /)			At price : State currency	Open offer	2.
Class of shares issuable			(/ /)					
(Note 1)	N/A	N/A			(======================================			
3. Placing At price: State currency Issue and allotment (/ /) EGM approval date: (/ /) N/A Class of shares issuable (/ /) Issue and allotment (/ /) N/A 4. Bonus issue Issue and allotment (/ /) Issue and allotment (/ /) Guestian date: (/ /) EGM approval date: (/ /) EGM approval date: (/ /)				ıble	Class of shares issuable			
EGM approval date: (/ / /)					(Note 1)			
Class of shares issuable			(/ /)			At price : State currency	Placing	3.
Class of shares issuable ————————————————————————————————————			(/ /)					
4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date:	N/A	N/A			(dd/iiii/yyyy)			
4. Bonus issue Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /)								
4. Bonus issue date: (dd/mm/yyyy) EGM approval date: (/ / /)			· 	ble				
Bow approval date.			(/ /)				Bonus issue	4.
(dd/mm/yyyy)			(/ /)		EGM approval date: (dd/mm/yyyy)			
	N/A	<u>N/A</u>			••••			

	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
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency ———	Issue and allotment 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 (Note 1)				
8.	Consideration issue	At price : State currency ———	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	shar issuer ma iss pur theref close	of new res of which by be sued suant to as at of the onth
		Class of shares issuable	2				
		(Note 1)					
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)			
		EGM approval date: (dd/mm/yyyy)	(/ /)			
		(dd/IIIII/yyyy)			N/A		N/A
		Class of shares issuable (Note 1)	2				
10.	Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)			
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A		N/A
			Ordinary s			_	
		(P.	reference s (Other			-	
Т	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to	E).	(1)	Nil	
	the increase ((decrease) in ordinary shares during the	e monur (ne. 10th of 71 to	<i>L</i>).	(2		N/A	
To	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

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the 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;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be 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
- (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	y):
1. Since there w	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
Tiue.	(Director, Secretary or other duly authorised officer)
	(Director, Secretary of other daily additioning of other daily

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.*