

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/05/2020</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zall Smart Commerce Group Ltd. (the "Company")
Date Submitted	03/06/2020

I. Movements in Authorised Share Capital

1. Ordinary	Shares

(1) Stock code : <u>2098</u> Descrip	tion :	Ordinary	shares	
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>	
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	
		N/A		
(2) Stock code : <u>N/A</u> Descrip	tion :	N/A		
(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	Description :	N/A	<u> </u>
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	f preceding m	oonth		
Increase/(decrease	e)			
Balance at close o	f the month			

# 3. Other Classes of Shares

Stock code :	Stock code : <u>N/A</u> Descrip		<u> </u>	N/A	۱ <u>ــــــــــــــــــــــــــــــــــــ</u>
			lo. of other sses of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	preceding 1	month			
Increase/(decrease)					
Balance at close of t	he month				

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

### II. Movements in Issued Share Capital

	No. of ordin	ary 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		Movement d	luring the month	during the	No. of new shares of issuer which may be	
including EGM approval date (dd/mm/yyyy) and class of shares issuable					month pursuant thereto	issued 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	13,140,000	Nil	Nil
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
		Total A. (C	Ordinary shares)	) Nil		
			eference shares)			
		`	(Other shares)			
Total funds raised during the m	nonth from exe	ercise	. ,	-		
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
<u>1. N/A</u>	- · · · · ·				
	-				
( / / ) 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.	( / / )				
( / / )					
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price					
(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	(Prefere	nary shares) ence shares) Other class)	N/A N/A N/A	

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
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)	( / / )					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
<u>4. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
(if applicable)	, <b>,</b> , , , , ,					
(dd/mm/yyyy)	( / / )		Total C. (Ordin	nary shares)	N/A	
				ence shares)	N/A	
				Other class)	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. <u>N/A</u>	-	
2. <u>N/A</u>		
3. <u>N/A</u>	-	
( / / ) shares (Note 1) Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A 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	(Note 1) Issue and allotment	( / /	)		
		currency	date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	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 (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

	Turne of Ionue			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
	Type of Issue				monui
5.	Scrip dividend At price : State currency ———	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	N/A	N/A
6.	Repurchase of shares	Class of shares repurchased <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	N/A	N/A
7.	Redemption of shares	Class of shares redeemed <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	N/A	N/A
8.	Consideration issue At price : State currency ———	Class of shares issuable (Note 1) 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
9.	Capital reorganisation		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date:	( / / ) ( / / )		
			(dd/mm/yyyy)		N/A	N/A
10.	Other	At price : State	Class of shares issuable (Note 1) — Issue and allotment	( / / )		
	(Please specify) At price currency	currency	EGM approval date: (dd/mm/yyyy)	(//)	N/A	N/A
				Ordinary share reference share (Other clas	es) 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

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):

1. Since there was no movement in the iss	ed 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	
1100.	(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.