

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/09/2020</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Zall Smart Commerce Group Ltd. (the "Company") |
|----------------|--|
| Date Submitted | 05/10/2020 |

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 (HK\$) | 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 | |
| (2) Starlandar N/A Description | tion | N/A | | |
| (2) Stock code : <u>N/A</u> Descrip | | 11/7 | | |
| (2) Stock code : <u>N/A</u> Descrip | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| 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 : | <u>N/A</u> Description : | | <u> </u> | N/A | | | |
|-----------------------|--------------------------|-------|--------------------------------|----------------------------------|---|--|--|
| | | | 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 | 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 | | 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 | 840,000 | Nil | Nil |
| (Note 1) | | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | Ordinary shares) | | | |
| | | (Pre | eference shares) | | | |
| | | | (Other shares) | N/A | | |
| Total funds raised during the n | nonth from exe | | | | | |
| of options (State currency) | | 1 | 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) Subagistical project | · · · · · | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A | (/ /) | | | | |
| | · · · | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subconition price | | | | | |
| 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 EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Total | (Prefere | nary shares) ence shares) Other class) | N/A N/A N/A | |

| No. of new shores of shares of issuer shores of issuer of shares of issuer shores of amount at close of the amount issuer which is there is an at the at the as at there is an at there is at | Convertibles (i.e. Convertible i | nto Shares of the I | ssuer which are to | be Listed) | | | |
|---|----------------------------------|---------------------|--------------------|-----------------|--------------|---|---|
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EOM approval date (if applicable) (dd/nm/yyyy) 2. N/A Stock code (if listed) Class of shares issuable (Note 1) Stock code (if listed) Class of shares issuable (Note 1) Subscription price ECM approval date (if applicable) (dd/nm/yyyy) (I / I) 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price ECM approval date (if applicable) (dd/nm/yyyy) (I / I) Stock code (if listed) Class of shares issuable (Note 1) Subscription price ECM approval date (if applicable) (dd/nm/yyyy) (I / I) Stock code (if listed) Class of shares issuable (Note | Class and description | amount | of preceding | during the | close of the | shares of issuer issued during the month pursuant | shares of issuer which may be issued pursuant thereto as at close of the |
| Class of shares issuable (Note I) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | 1. N/A | | | | | | |
| Class of shares issuable (Note I) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | | | | | | | |
| Class of shares issuable (Note I) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | | | | | | | |
| Class of shares issuable (Note I) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | Stock code (if listed) | | | | | , | |
| Subscription price | Class of shares | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) (/ /) 2. N/A | | | | | | | |
| (if applicable) (d/mm/yyyy)) (/ / /) 2. N/A | | | | | | | |
| (d/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 | | (/ /) | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (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) (Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) (I / /) Total C. (Ordinary shares) N/A | <u>2. N/A</u> | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (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) (Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) (I / /) Total C. (Ordinary shares) N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (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) (Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) (I / /) Total C. (Ordinary shares) N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (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) (Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) (I / /) Total C. (Ordinary shares) N/A | Stock code (if listed) | | | · | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A Stock code (if listed) (dd/mm/yyyy) 4. N/A Stock code (if listed) (dd/mm/yyyy) (dd/mm/yyyy) (dd/mm/yyyy) 4. N/A Stock code (if listed) (dd/mm/yyyy) | | | | | | | |
| EGM approval date (if applicable) (d/mm/yyyy) (/ / /) 3. N/A | | | | | | | |
| (if applicable) (dd/mm/yyyy) (/ / /) 3. N/A | | | | | | | |
| (dd/mm/yyyy) (/ / / _) 3. N/A | | | | | | | |
| 3. N/A | | (/ /) | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (I / /) 4. N/A | | · · · | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (I / /) 4. N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (I / /) 4. N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (I / /) 4. N/A | | | | | | | |
| issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. N/A | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) (/ / /) 4. N/A | | | | | | | |
| (if applicable) (dd/mm/yyyy) (/ /) 4. N/A | | | | | | | |
| (dd/mm/yyyy) (/ / /) 4. N/A | | | | | | | |
| 4. N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| (if applicable) (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | Subscription price | | | | | | |
| (dd/mm/yyyy) (/ /) Total C. (Ordinary shares) N/A (Preference shares) N/A | | | | | | | |
| Total C. (Ordinary shares) N/A (Preference shares) N/A | | (/ /) | | | | | |
| (Preference shares) N/A | (dd. 11111) yyyy) | (' ') | | Total C. (Ordir | nary shares) | N/A | |
| | | | | | | | - |
| | | | | (0 | 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) | (/ / | <u>N/A</u> | 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 | 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 issued share capital | l 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.