



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 March 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zall Smart Commerce Group Ltd.

Date Submitted: 06 April 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 | 02098 | Description | | | | |
| | Number of authorised/registered shares | Par value | | Authorised/registered share capital | | |
| Balance at close of preceding month | 24,000,000,000 | HKD | 0.003333333333 | HKD | 79,999,999.99 | |
| Increase / decrease (-) | 0 | | | HKD | 0 | |
| Balance at close of the month | 24,000,000,000 | HKD | 0.003333333333 | HKD | 79,999,999.99 | |

Total authorised/registered share capital at the end of the month: HKD 79,999,999.99

Remarks:

The par value of the authorised share capital is HKD0.003 (circulating decimal). The authorised share capital of the Company is HKD80,000,000.00.

II. Movements in Issued Shares

| | | | | | | |
|-------------------------------------|-----------------|-----------------|----------------|-------------------------|-----|--|
| 1. Type of shares | Ordinary shares | Class of shares | Not applicable | Listed on SEHK (Note 1) | Yes | |
| Stock code | 02098 | Description | | | | |
| Balance at close of preceding month | | | 11,782,825,800 | | | |
| Increase / decrease (-) | | | 0 | | | |
| Balance at close of the month | | | 11,782,825,800 | | | |

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) | | | | 02098 | | | | | | | | |
| 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 by way of shareholders' written resolutions on 20 June 2011 (Exercise Price:HKD8.48) | 45,667,950 | | Granted | 0 | 45,667,950 | | 0 | | 45,667,950 | | 0 |
| | | | | Exercised | 0 | | | | | | | |
| | | | | Lapsed | 0 | | | | | | | |
| | | | | Cancelled | 0 | | | | | | | |
| | | | | | | | | | | | | |
| General Meeting approval date (if applicable) | | 20 June 2011 | | | | | | | | | | |
| 2). | Share Option Scheme adopted at the annual general meeting on 28 May 2021 | 0 | | Granted | 0 | 0 | | 0 | | 0 | | 1,178,282,580 |
| | | | | Exercised | 0 | | | | | | | |
| | | | | Lapsed | 0 | | | | | | | |
| | | | | Cancelled | 0 | | | | | | | |
| | | | | | | | | | | | | |
| General Meeting approval date (if applicable) | | 28 May 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) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

| | | | | | | |
|--|---|-----------------|---|--|---|--|
| 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) | | 02098 | | | | |
| Description | | | General Meeting approval date (if applicable) | No. of new shares of issuer issued during the month pursuant thereto (D) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
| 1). | On 18 January 2022, the Company and Zall Holdings Limited entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue, and Zall Holdings Limited has conditionally agreed to subscribe for 600,000,000 Subscription Shares in cash under the Specific Mandate at the Subscription Price of HK\$0.50 per Subscription Share, as disclosed in the Company's announcement dated 18 January, 2022. | | | 0 | 0 | |

Total D (Ordinary shares): _____ 0

(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

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|----------------|
| Not applicable |
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Submitted by: Foo Man Yee, Carina

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”