

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :31/03/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	7 April 201	0

I. Movements in Authorised Share Capital

1. Ordinary Shares					
(1) Stock code : <u>881</u> Descri	ption :	tion : Ordinary Shares			
	No. of ordinary shares	Par value (<i>HK</i> \$)	Authorised share capital (<i>HKD</i>)		
Balance at close of preceding month	1,000,000,000,000	0.0001	100,000,000		
Increase/(decrease)	NIL		NIL		
Balance at close of the month	1,000,000,000,000	0.0001	100,000,000		
(2) Stock code : <u>N/A</u> Descri	ption :	<u> </u>			
	No. of ordinary shares	Par value (<i>HK\$</i>)	Authorised share capital (HKD)		
Balance at close of preceding month	N/A	N/A	N/A		
Increase/(decrease)	N/A		N/A		
Balance at close of the month	N/A	N/A	N/A		

2. Preference Shares

Stock code : N/A	Description :	N/A	A
	No. of preference shares	ce Par value (HK\$)	Authorised share capital (HKD)
Balance at close of preceding	month N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

3. Other Classes of Shares

Stock code : <u>N/A</u> Descr	iption :	N/A		
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HKD)	
Balance at close of preceding month	N/A	N/A	N/A	
Increase/(decrease)	N/A		N/A	
Balance at close of the month	N/A	N/A	N/A	

Total authorised share capital at the end of the month (*HKD*) : 100,000,000

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 (on listing date: 26/3/2010)	1,865,557,295	N/A	N/A	N/A
Increase/ (decrease) during the month	42,924,000	N/A	N/A	N/A
Balance at close of the month	1,908,481,295	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options	(under Share Oi	ption Schemes of the Issu	uer)
Share Options	(ander bhare o	phon benefices of the last	acr)

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and —					-	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)	1 1/1 1	1 1/11	10/11	10/11	10/11	11/11
(1000 1)						
2.						
<u></u>						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
3.						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
		To	otal A. (Ordin		NIL	
			(Prefere	nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised duri	ng the month	n from exercise o	-	,		
options (State currency			-	N/A		
options (state carrene	, ,			1 1/ 2 1		

No. of new No. of new shares of issuer issued issuer which may be issued during the month pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the (Date of expiry - dd/mm/yyyy) value preceding month month month 1. N/A N/A N/A N/A 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 N/A _____N/A _____ N/A 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 N/A N/A N/A N/A / /) (Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) /

shares of

pursuant

month

N/A

N/A

N/A

4.

N/A N/A N/A N/A N/A N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Total B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. N/A N/A N/A N/A N/A 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 N/A N/A N/A N/A N/AStock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 3. N/A N/A N/A N/A N/A 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 N/A N/A N/A N/A N/A Stock code (if listed) 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 (Other class) N/A

For Main Board and GEM listed issuers

For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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
_	
-	
N/A	N/A
-	
-	
N/A	N/A
-	
-	
N/A	N/A
	11/71
N/A	
N/A	
	issuer issued during the month pursuant thereto N/A N/A N/A N/A

		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
	Type of Issue		Class of shares issuable (<i>Note 1</i>)				
1.	Rights issue	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>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	NT/ A	
						<u>N/A</u>	<u>N/A</u>
			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		I	or Main	Boar	d and GEM list No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
			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 (<i>Note 1</i>)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)				
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			,			N/A	N/A

	For Main Boar	d and GEM list	ed issuers
		No. of new	No. of new
		shares of	shares of
		issuer issued	
		during the	may be
		month	issued
		pursuant	pursuant
		thereto	thereto as at
			close of the
Type of Issue			month
	Class of shares issuable		
	(Note 1)		
9. Capital	Issue and allotment (/ /)		
reorganisation	issue and anotherit		
reorganisation	date : (dd/mm/yyyy)		
	EGM approval date: (/ /)		
	(dd/mm/yyyy)		
		N/A	N/A
10. Other			
(Please specify)	Class of shares issuable Ordinary		
Issue of shares			
pursuant to exercise	(Note 1)		
of over-allotment	Issue and allotment (31/3/2010)		
$\mathbf{U} = \mathbf{U} \mathbf{U} \mathbf{U} \mathbf{U}$	date : (dd/mm/yyyy)		
shown in the At price : State 11K\$ 1 shown in the	date : (dd/mm/yyyy)		
prospectus dated 16 share	EGM approval date: (/ /)		
March 2010 and an	(dd/mm/yyyy)		
announcement			
published on 26			
March 2010)		42,924,000	N/A
	Total E. (Ordinary share	s) 42,924,000	
	(Preference share		
	(Other class	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	42,924,000
	(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 Is.	sued Sha	are Capital").)

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Remarks (if any):

Zhongsheng Group	Holdings Limited y	was listed on T	The Stock H	Exchange of	f Hong Kong	Limited on	26 March
2010.							

Submitted by:	Lai Hau Yin	
Title:(Director, Se	Company Secretary ecretary 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.