

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/09/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer 881 Zhongsheng Group Holdings Limited

Date Submitted 6 October 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|-------------------------------------|--------------------------------------|----------------------------|---|
| (1) Stock code : <u>881</u> | Description : <u>Ordinary Shares</u> | | |
| | No. of ordinary shares | Par value (HKD) | Authorised share capital (HKD) |
| Balance at close of preceding month | <u>1,000,000,000,000</u> | <u>0.0001</u> | <u>100,000,000</u> |
| Increase/(decrease) | <u>NIL</u> | | <u>NIL</u> |
| Balance at close of the month | <u>1,000,000,000,000</u> | <u>0.0001</u> | <u>100,000,000</u> |
| (2) Stock code : <u>N/A</u> | Description : <u>N/A</u> | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

2. Preference Shares

| Stock code : | N/A | Description : | N/A | |
|-------------------------------------|--------------------------|--|---|--|
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) | |
| 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 : | N/A | Description : | N/A | |
|-------------------------------------|--------------------------------|--|---|--|
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) | |
| 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 shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 2,267,064,220 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | NIL | N/A | N/A | N/A |
| Balance at close of the month | 2,267,064,220 | 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 including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|----------------------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. _____ _____ _____ (/ /) _____ shares | N/A | N/A | N/A | N/A | N/A | N/A |
| (Note 1) | | | | | | |
| 2. _____ _____ _____ (/ /) _____ 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) | | | | | | |
| | | | Total A. (Ordinary shares) | | NIL | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | N/A | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of 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 | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ _____ _____ (/ /) | N/A | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ 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)

| Class and description | 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 |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. | N/A | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. | N/A | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| Total C. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (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: | 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. _____ _____ _____ (/ /) Ordinary shares (<i>Note 1</i>) | N/A | N/A |
| 2. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | N/A | N/A |
| 3. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | N/A | N/A |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| 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 |
|---------------|--------------|------------|----------------|---|-----------------------------|--|---|
| 1. | Rights issue | 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> | <u>N/A</u> |
| 2. | Open offer | 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> | <u>N/A</u> |
| 3. | Placing | 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> | <u>N/A</u> |
| 4. | Bonus issue | | | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | _____ (/ /) (/ /) | <u>N/A</u> | <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 |
|---------------|----------------------|------------|----------------------|---|--|---|
| 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> <u>N/A</u> |
| 6. | Repurchase of shares | | | Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 7. | Redemption of shares | | | Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 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) | (/ /) (/ /) | <u>N/A</u> <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 |
|----------------------------|---|----------------------|---|--|---|
| 9. Capital reorganisation | Class of shares issuable (Note 1) _____ | | | | |
| | Issue and allotment date : (dd/mm/yyyy) (/ /) | | | | |
| | EGM approval date: (dd/mm/yyyy) (/ /) | | | | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 10. Other (Please specify) | 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> | <u>N/A</u> |
| Total E. (Ordinary shares) | | | | <u>N/A</u> | |
| (Preference shares) | | | | <u>N/A</u> | |
| (Other class) | | | | <u>N/A</u> | |

| | | |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>N/A</u> |
| | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

Submitted by: Kam Mei Ha Wendy

Title: Joint 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.*