

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/4/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer 881 Zhongsheng Group Holdings Limited

Date Submitted 4 May 2018

### 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 :                        | <u>        N/A        </u> | Description :              | <u>                                                </u> | <u>        N/A        </u>                          |
|                                     |                            | No. of preference shares   | Par value<br><i>(State currency)</i>                    | Authorised share capital<br><i>(State currency)</i> |
| Balance at close of preceding month | <u>        N/A        </u> | <u>        N/A        </u> | <u>        N/A        </u>                              | <u>        N/A        </u>                          |
| Increase/(decrease)                 | <u>        N/A        </u> | <u>        N/A        </u> | <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>                              | <u>        N/A        </u>                          |

## 3. Other Classes of Shares

|                                     |                            |                                |                                                         |                                                     |
|-------------------------------------|----------------------------|--------------------------------|---------------------------------------------------------|-----------------------------------------------------|
| Stock code :                        | <u>        N/A        </u> | Description :                  | <u>                                                </u> | <u>        N/A        </u>                          |
|                                     |                            | No. of other classes of shares | Par value<br><i>(State currency)</i>                    | Authorised share capital<br><i>(State currency)</i> |
| Balance at close of preceding month | <u>        N/A        </u> | <u>        N/A        </u>     | <u>        N/A        </u>                              | <u>        N/A        </u>                          |
| Increase/(decrease)                 | <u>        N/A        </u> | <u>        N/A        </u>     | <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>                              | <u>        N/A        </u>                          |

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 |                                                                      |                                                                                           |
| <u>1. Share Option Scheme</u>                                                                            |                           |           |                            |        |                                                                      |                                                                                           |
| <u>(9/2/2010)</u>                                                                                        |                           |           |                            |        |                                                                      |                                                                                           |
| <u>Ordinary shares</u>                                                                                   | 11,000,000                | NIL       | NIL                        | NIL    | NIL                                                                  | NIL                                                                                       |
| <i>(Note 1)</i>                                                                                          |                           |           |                            |        |                                                                      |                                                                                           |
| <u>2.</u>                                                                                                |                           |           |                            |        |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |           |                            |        |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            | N/A                       | N/A       | N/A                        | N/A    | N/A                                                                  | N/A                                                                                       |
| <i>(Note 1)</i>                                                                                          |                           |           |                            |        |                                                                      |                                                                                           |
| <u>3.</u>                                                                                                |                           |           |                            |        |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |           |                            |        |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            | N/A                       | N/A       | N/A                        | N/A    | N/A                                                                  | N/A                                                                                       |
| <i>(Note 1)</i>                                                                                          |                           |           |                            |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           | 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)                            |                           |           |                            | NIL    |                                                                      |                                                                                           |

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

| Description of warrants<br>(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.<br>_____<br>_____<br>_____<br>( / / )                                                                                                                                     | N/A                       | N/A                                       | N/A                        | N/A                                 | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| 2.<br>_____<br>_____<br>_____<br>( / / )                                                                                                                                     | N/A                       | N/A                                       | N/A                        | N/A                                 | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| 3.<br>_____<br>_____<br>_____<br>( / / )                                                                                                                                     | N/A                       | N/A                                       | N/A                        | N/A                                 | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| 4.<br>_____<br>_____<br>_____<br>( / / )                                                                                                                                     | N/A                       | N/A                                       | N/A                        | N/A                                 | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>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.<br>_____<br>_____<br>_____                                                                                                                                                | N/A                            | N/A                                | N/A                        | N/A                          | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |                                                                      |                                                                                           |
| 2.<br>_____<br>_____<br>_____                                                                                                                                                | N/A                            | N/A                                | N/A                        | N/A                          | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |                                                                      |                                                                                           |
| 3.<br>_____<br>_____<br>_____                                                                                                                                                | N/A                            | N/A                                | N/A                        | N/A                          | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |                                                                      |                                                                                           |
| 4.<br>_____<br>_____<br>_____                                                                                                                                                | N/A                            | N/A                                | N/A                        | N/A                          | N/A                                                                  | N/A                                                                                       |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Total C. (Ordinary shares) _____ N/A<br>(Preference shares) _____ N/A<br>(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. _____<br>_____<br>_____<br>( / / )<br>Ordinary shares ( <i>Note 1</i> )                              | N/A                                                                  | N/A                                                                                       |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       | N/A                                                                  | N/A                                                                                       |
| 3. _____<br>_____<br>_____<br>( / / )<br>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)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | _____<br>( / / )<br>( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 2.            | Open offer   | At price : | State currency | Class of shares issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | _____<br>( / / )<br>( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 3.            | Placing      | At price : | State currency | Class of shares issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | _____<br>( / / )<br>( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 4.            | Bonus issue  |            |                | Class of shares issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | _____<br>( / / )<br>( / / ) | <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)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u> <u>N/A</u>                                                                     |
| 6.            | Repurchase of shares |            |                      | Class of shares repurchased (Note 1)<br>Cancellation date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)     | ( / / )<br>( / / )                                                   | <u>N/A</u> <u>N/A</u>                                                                     |
| 7.            | Redemption of shares |            |                      | Class of shares redeemed (Note 1)<br>Redemption date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)          | ( / / )<br>( / / )                                                   | <u>N/A</u> <u>N/A</u>                                                                     |
| 8.            | Consideration issue  | At price : | State currency _____ | Class of shares issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <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) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )                         | N/A                                                                  | N/A                                                                                       |
| 10.                        | Other (Please specify) | At price : _____ | State currency _____<br>Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A                                                                  | N/A                                                                                       |
| Total E. (Ordinary shares) |                        |                  |                                                                                                                                                               | N/A                                                                  |                                                                                           |
| (Preference shares)        |                        |                  |                                                                                                                                                               | N/A                                                                  |                                                                                           |
| (Other class)              |                        |                  |                                                                                                                                                               | N/A                                                                  |                                                                                           |

|                                                                                                                         |     |     |
|-------------------------------------------------------------------------------------------------------------------------|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | N/A |
|                                                                                                                         | (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 |
| <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.*