日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/12/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	03/01/2020	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>881</u> Descrip	otion :	Ordinary S	Shares
	No. of ordinary shares	Par value <i>(HKD)</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> Descrip	otion :	N/A	
	No. of ordinary shares	Par value (State currency)	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

2. Preference Shares

Stock code : <u>N/A</u> D	escription :	tion : N/A		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding m	nonth <u>N/A</u>	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> Descrip	otion :	N/A		
	No. of other classes of shares	Par value (State currency)	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	<u>N/A</u>	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	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	2,271,697,955	N/A	N/A	N/A	
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A	
Balance at close of the month	2,271,697,955	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (und	der Share Opt	ion Schemes	of the Issuer)			
Particulars of share option scheme					issuer issued during the month pursuant	
including EGM approval date	Ν	Novement duri	ing the month		thereto	thereto as at close of the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option				•		
Scheme						
(9/2/2010)						
Ordinary shares	11,000,000	NIL	NIL	NIL	NIL	NIL
(Note 1)						
-						
2.						
<u>(/ /)</u>		NT / A		NT / A		NT/A
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
3.						
<u>.</u>						
<u> </u>						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)	11/21	11/21	11/11	1 1/ / 1	11/11	1 1/ / 1
(1000 1)		Tota	al A. (Ordina	arv shares)	NIL	
				ce shares)		
			•	ther class)		
Total funds raised o	during the mor	oth from exerc	•			
of options (State cu			100	NIL		
• •	• /					

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
<u>1.</u>						
	N/A	N/A	N/A	N/A	N/A	N/A
Class of shares issuable <i>(Note 1)</i> Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy))				
<u>2.</u>)				
						
· · · · · · · · · · · · · · · · · · ·	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) <u>3.</u>	(/ /)				
	N/A	N/A	N/A	N/A	N/A	N/A
Class of shares issuable <i>(Note 1)</i> Subscription price	N/A		<u>IN/A</u>	<u>N/A</u>		
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
	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	. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	-
			(O	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of the currency of amount	he Issuer which Amount at close of preceding	are to be List Converted during the	ed) Amount at close of the	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 and description	outstanding	month	month	month		monu
1. Zero Coupon Convertible						
Bonds Due 2023	_					
	_					
	HKD	4,700,000,000	NIL	4,700,000,000	NIL	156,597,763
Stock code (if listed)	4498	.,, 00,000,000		.,, 00,000,000		100,001,100
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HKD30.0132					
EGM approval date (if applicable)						
(dd/mm/yyyy))	(N/A)					
<u>2.</u>	_					
	_					
	_			27/4	37/1	27/-
Stock and (if listed)	<u>N/A</u>	N/A	N/A	<u>N/A</u>	N/A	N/A
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>3.</u>	_					
	_					
	_					
	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. <u> </u>	, /					
	_					
	_					
		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)	(//)		otal C. (Ordina	any shares)	NIL	
		I		ice shares)	NIL N/A	-
				ther class)	N/A N/A	-
			,0		1 1/ 4 1	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
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.		
	-	
	N/A	N/A
		11/11
2.		
	-	
		N T / A
shares (Note 1)	N/A	N/A
3.		
		27/4
	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	
		-

Oth	her Movements	in Issued Sha	are 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				
1.	Rights issue	At price :	State	issuable (Note 1) Issue and allotment	(/ /)		
	3		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	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/mm/yyyy)			N/A	N/A
				Class of shares				
3.	Placing	At price :	State	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			carrency	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
							11/17	

	No. of new	No. of new
	shares of	shares of
	issuer	issuer which
	issued	may be
	during the	issued
	month	pursuant
	pursuant	thereto as at
	thereto	close of the
Type of Issue		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)	(/ /	,	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 (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

Тур	be 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
	apital organisation		Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Oti (Pl	her lease specify) At price :	State currency	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
			Total E. (Ordina share (Preference share (Other clas	es) <u>N/A</u> es) <u>N/A</u>	-

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			
(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: completion has taken place of the purchase by the issuer of all property shown in the listing document (vii) to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and (viii) executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Huang Yi</u> Title: <u>Executive Director</u> (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 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 rule 13.25A 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 append the prescribed continuation sheet.