

#### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): <u>31/05/2010</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	1 June 2010	

I. Movements in Authorised Share Capital

1. Ordinary Shares						
(1) Stock code : <u>881</u> Descr	iption :	otion : Ordinary Shares				
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HKD)			
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> Descr	iption :	N/A	A			
	No. of ordinary 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			

# 2. Preference Shares

Stock code :	tock code : <u>N/A</u> Description		n : N/A		
		No. of preference shares	Par value (HK\$)	Authorised share capital (HKD)	
Balance at close of p	receding month	N/A	N/A	N/A	
Increase/(decrease)		N/A		N/A	
Balance at close of the	ne month	N/A	N/A	N/A	

#### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descr	ription :	N/A	Ά	
	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				
	1,908,481,295	N/A	N/A	N/A
Increase/ (decrease)				
during the month	NIL	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 Option Schemes of the Issuer)	)
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Particulars of share option scheme including EGM			155001)		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date (dd/mm/yyyy) and —		Movement duri	ng the month		thereto	as at close of the month
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.	Cruittee			Lapsed		
( / / ) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
2						
( / / ) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
<u>3.</u>						
(//) shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)	11/21	1 1/ / 1	1 1/ / 1	1 1/ / 1	1 1/ / 1	1 V/ 2 X
		То	otal A. (Ordin	ary shares)	NIL	
				nce shares)	N/A	
				Other class)	N/A	
Total funds raised duri options (State currency		from exercise o	of	N/A		

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

Description of warrants Date of expiry - dd/mm/yyyy) 1.	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.						
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2.	N/A	<u>N/A</u>	N/A	<u>N/A</u>	N/A	<u>N/A</u>
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
<pre>( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.</pre>	( / /	/				
	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)	( / /		1\/A	<u>IV/A</u>	<u>IN/A</u>	IN/A
		Total	(Prefere	nary shares) ence shares) Other class)	N/A N/A 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 thereto as at pursuant 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/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 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)

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	-	
	-	
( / / ) shares (Note 1)	N/A	N/A
· · · · · · · · · · · · · · · · · · ·		
2	-	
	N/A	N/A
3	-	
	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	

		Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at close of the
	Type of Issue						month
			Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable				
		At price. State	(Note 1) Issue and allotment	( / /	)		
2.	Open offer	At price : State currency	date : (dd/mm/yyyy)				
			EGM approval date: (dd/mm/yyyy)	( / /	)	<b>N</b> 7(4	27/4
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date:	( / /	)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares issuable				
4.	Bonus issue		( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A

S. Scrip dividend       At price:       State currency       Issue and allotment date: $(///)$ S. Scrip dividend       At price:       State currency       Issue and allotment date: $(///)$ EGM approval date: $(///)$ N/A       N/A         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Class of shares       Image: Class of shares         Image: Class of shares       Image: Classhares       Image: Classhares		Type of Issue		<u>I</u>	<del>⊺or Main</del>	Boar	d and GEM list No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
S. Scrip dividend       At price : State       Isue and allotment       ( / / )         G. Repurchase of shares       Class of shares repurchased (Note 1)       N/A       N/A         6. Repurchase of shares       Cancellation date : ( / / )       ( / / )       N/A       N/A         7. Redemption of shares       Class of shares								
3. Schp dividend       At price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A       N/A         6. Repurchase of shares       Class of shares								
EGM approval date: (//)  EGM approval date: (//)  (dd/mm/yyyy)  N/A	5.	Scrip dividend	At price : State currency —		( / /	)		
6. Repurchase of shares       Class of shares repurchased (Note 1)         6. Repurchase of shares       Cancellation date : (///)         (d/mm/yyyy)       EGM approval date: (///)         (d/mm/yyyy)       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (///)         8. Consideration issue At price : State currency       Issue and allotment (///)         8. Consideration issue At price : State currency       Issue and allotment (///)         Issue and allotment (///)       C///)				EGM approval date:	( / /	)	N/A	N/A
6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(//)$ EGM approval date: $(//)$ N/A         (d/mm/yyyy)       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (//)         Redemption date : $(///)$ $(//)$ (d/mm/yyyy)       EGM approval date: $(///)$ 8. Consideration issue At price : State currency       Issue and allotment (//)         Issue and allotment (///)       Issue and allotment (///)         (d/mm/yyyy)       EGM approval date: (///)								
shares $(dd/mm/yyyy)$ EGM approval date: $(///)$ (dd/mm/yyyy) EGM approval date: $(//)$ N/A N/A N/A N/A N/A N/A N/A N/A N/A								
EGM approval date: $(//)$ (d/mm/yyyy)       N/A         N/A       N/A         Redemption date :       (///)         (d/mm/yyyy)       N/A         EGM approval date:       (///)         (d/mm/yyyy)       N/A         N/A       N/A         State       Issue and allotment         (Note 1)       Issue and allotment         (dd/mm/yyyy)       Issue and allotment         (dd/mm/yyyy)       Issue and allotment         (dd/mm/yyyy)       Issue and allotment         (dd/mn/yyyy)       Issue and allotment         (dd/mn/yyyy)       Issue	6.				( / /	)		
7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ (dd/mm/yyyy)       N/A         8. Consideration issue At price : State currency       Issue and allotment (//)         (dd/mm/yyyy)       EGM approval date: $(//)$ EGM approval date: $(//)$ Issue and allotment (//)         (//)       EGM approval date: $(//)$ (//)       EGM approval date: $(//)$				EGM approval date:	( / /	)	N7/A	NT/ 4
7. Redemption of shares       redeemed (Note 1)         7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ EGM approval date: $(//)$ N/A         N/A       N/A         N/A       N/A         8. Consideration issue At price : State currency       Issue and allotment date : $(//)$ EGM approval date: $(//)$ Base       EGM approval date : $(//)$ Base       Issue and allotment date : $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$							N/A	<u>N/A</u>
shares $(dd/mm/yyyy)$ EGM approval date: $(///)$ (dd/mm/yyyy) 8. Consideration issue At price : State currency — Issue and allotment $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$								
8. Consideration issue At price : State currency — Issue and allotment $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$	7.				( / /	)		
N/A       N/A         State       Issue and allotment         (d/mm/yyyy)       Issue         EGM approval date:       (///)         (d/mm/yyyy)       Issue					( / /	)		
8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )							N/A	<u>N/A</u>
8. Consideration issue At price : currency     date : (dd/mm/yyyy)       EGM approval date:     ( / / )       (dd/mm/yyyy)								
(dd/mm/yyyy)	8.	Consideration issue			( / /	)		
<u>N/A</u> <u>N/A</u>					( / /	)		
							N/A	N/A

			For	Main Board	and GEM list	ted issuers
	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		Class of shares issuable( <i>Note 1</i> )	/ / )		
9.	reorganisation		date : (dd/mm/yyyy)	//)		
			EGM approval date: ( (dd/mm/yyyy)	, , ,	N/A	N/A
10			Class of shares issuable ( <i>Note 1</i> )			
10.	Other (Please specify)	At price : State currency	Issue and allotment ( date : (dd/mm/yyyy)	/ / )		
			EGM approval date: ( (dd/mm/yyyy)	/ / )	N/A	N/A
			(Prefer	inary shares) rence shares) (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
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks	(if	any):
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Submitted by: Lai Hau Yin Harry	_
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.*