

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/	30/04/2011			
To: Hong Kong Exchanges and	Clearing L	imited		
Name of Issuer	881	Zhongsheng Gr	oup Holdings	Limited
Date Submitted	3 May 201	1		
I. Movements in Authorised Sha	are Capital			
1. Ordinary Shares				
(1) Stock code : B81 Description : Ordinary Shares				
	1	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HKD)
Balance at close of preceding ma	onth 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 : N/A	_Descriptio	on :	N/A	\
	1	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HKD)
Balance at close of preceding me	onth	N/A	N/A	N/A
Increase/(decrease)	_	N/A	-	N/A
Balance at close of the month	_	N/A	N/A	N/A

100,000,000

2. Preference Shares		-	or Main Board and Or	
Stock code : N/A Descri	iption :	N/A	A	
	No. of preference 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	
3. Other Classes of Shares				
Stock code : N/A Descri	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):

## 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 l	ssuer)			
Particulars of share option scheme including EGM approval date		Maramant dunia	ag 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
(dd/mm/yyyy) and		Movement durin	ig the month		-	us at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.				•		
( / / )						
(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
3.						
( / / ) shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)		_				
		То	tal A. (Ordin		NIL	
			•	nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur options (State currence		from exercise of	·	N/A		

For Main Board and GEM listed issuers Warrants to Issue 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 Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month month N/AN/AN/AN/AN/AN/A / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price 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) 3.

	N/A	N/A	N/A	N/A	N/A	N/A
( / / )						
Stock code (if listed)			<u> </u>			
Class of shares						
issuable (Note 1)			<u> </u>			
Subscription price						
EGM approval date						
(if applicable)	(	`				
(dd/mm/yyyy)	( / /	)	_			
ł.	_					
	<u> </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)	( / /	)	<del>_</del>			

Total B.

(Ordinary shares)
(Preference shares)

(Other class)

N/A

N/A

Convertibles (i.e. Convertible in	nto Shares of the Is	suer 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.	<u> </u>					
Stock code (if listed) Class of shares		N/A	N/A	N/A	N/A	N/A
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)			1771	1011		
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		<u> </u>				
(if applicable) (dd/mm/yyyy)  4.	( / / ) 					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)	N/A	N/A	N/A	N/A	N/A	N/A
(dd/mm/yyyy)	( / / )			nary shares) ence shares) Other class)	N/A N/A N/A	- - -

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)

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

	Type of Issue	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
	1) po 01 18800		Class of shares issuable				
			(Note 1)				
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				
		Ctata	(Note 1)	( / /	)		
2.	Open offer	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 (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 (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date:	( / /	)		
			(dd/mm/yyyy)			N/A	N/A

For Main Board and GEM listed 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
			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
						IVA	IVA
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/4	27/4
						N/A	N/A
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A

For Main Board and GEM listed 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
		Class of shares issuable (Note 1)	e		
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
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)	e( / / ) ( / / )	N/A	N/A
			Ordinary shares Preference shares (Other class	s) N/A	
То	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to	E): (2		N/A N/A
Т	otal increase / (decrease) in preference shares during		N/A		
	otal increase / (decrease) in other classes of shares du These figures should be the same as the relevant figure			1	N/A

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.