

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

For the month ended (dd/mm/yyyy): 31/12/2013

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | 881         | Zhongsheng Group Holdings Limited |
|----------------|-------------|-----------------------------------|
| Date Submitted | 6 January 2 | 014                               |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares                  |                         |                              |                                      |  |  |
|-------------------------------------|-------------------------|------------------------------|--------------------------------------|--|--|
| (1) Stock code : <u>881</u> Descri  | ption : Ordinary Shares |                              |                                      |  |  |
|                                     | No. of ordinary shares  | Par value<br>( <i>HK</i> \$) | Authorised share<br>capital<br>(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> Descri  | ption : N/A             |                              |                                      |  |  |
|                                     | No. of ordinary shares  | Par value<br>(HK\$)          | Authorised share<br>capital<br>(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 : <u>N/A</u> Des         | scription :              | N/A                 |                                      |  |
|-------------------------------------|--------------------------|---------------------|--------------------------------------|--|
|                                     | No. of preference shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HKD) |  |
| Balance at close of preceding month | N/A                      | N/A                 | N/A                                  |  |
| Increase/(decrease)                 | <u>N/A</u>               |                     | 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> Descr       | iption :                       | N/A                 | <u> </u>                             |
|-------------------------------------|--------------------------------|---------------------|--------------------------------------|
|                                     | No. of other classes of shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HKD) |
| Balance at close of preceding month | N/A                            | N/A                 | N/A                                  |
| Increase/(decrease)                 | <u>N/A</u>                     |                     | 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) | ) |
|--|---|
|--|---|

| Particulars of share<br>option scheme<br>including EGM |          |                 | 155001)        |              | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
|--|----------|-----------------|----------------|--------------|--|--|
| approval date<br>(dd/mm/yyyy) and —                    |          | Movement duri   | ng the month   |              | thereto  | as at close of the month   |
| class of shares<br>issuable                            | Granted  | Exercised       | Cancelled      | Lapsed       |  |  |
| 1.   | Cruittee | Literenseu      |                | Lapsed       |  |  |
| ( / / )<br>shares<br>(Note 1)                          | N/A      | N/A             | N/A            | N/A          | N/A  | N/A  |
| 2  |          |                 |                |              |  |  |
| ( / / )<br>shares<br>(Note 1)                          | N/A      | N/A             | N/A            | N/A          | N/A  | N/A  |
| <u>3.</u>  |          |                 |                |              |  |  |
| (//)<br>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<br>options (State currency     |          | from exercise o | of             | N/A          |  |  |

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

| Description of warrants<br>Date of expiry - dd/mm/yyyy)<br>1.  | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month    | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|--|--|--|
| 1  |                                 |   |                                  |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>2.          | N/A                             | <u>N/A</u>                                      | N/A                              | <u>N/A</u>                                   | N/A  | N/A  |
|  | N/A                             | N/A   | N/A                              | N/A  | N/A  | N/A  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.          | ( / /                           | / )   |                                  |  |  |  |
|  | N/A                             | N/A   | N/A                              | N/A  | N/A  | N/A  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>4. | ( / )                           | / )   |                                  |  |  |  |
|  | N/A                             | N/A   | N/A                              | N/A  | N/A  | N/A  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)       | ( / /                           | / )   |                                  |  |  | 11/A   |
|  |                                 | Total   | (Prefere                         | nary shares)<br>ence shares)<br>Other class) | N/A<br>N/A<br>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<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|---|---|--|
| 1   | -   |  |
|   | -   |  |
|   | -   |  |
| shares (Note 1)   | N/A   | N/A  |
| 2.  |   |  |
| 2   |   |  |
|   | -   |  |
|   | N/A   | N/A  |
| shares (Note 1)   | 11/71   |  |
| 3   | -   |  |
|   |   |  |
| ( / / )   | -   |  |
| shares (Note 1)   | N/A   | N/A  |
| Total D. (Ordinary shares)  |   |  |
| Total D. (Ordinary shares)<br>(Preference shares)   | N/A<br>N/A  |  |
| (Other class)   | N/A<br>N/A  |  |
|   |   |  |

|    |               | Issued Share Capital         |   |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | may be<br>issued<br>pursuant<br>thereto as at<br>close of the |
|----|---------------|------------------------------|---|-------|---|--|---|
|    | Type of Issue |                              |   |       |   |  | month   |
|    |               |                              | Class of shares issuable ( <i>Note 1</i> )                      |       |   |  |   |
| 1. | Rights issue  | At price : State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy)                      | ( / / | ) |  |   |
|    |               |                              | EGM approval date:<br>(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<br>currency | date : (dd/mm/yyyy)   |       |   |  |   |
|    |               |                              | EGM approval date:<br>(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<br>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> )<br>Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |                              | EGM approval date:<br>(dd/mm/yyyy)                              | ( / / | ) |  |   |
|    |               |                              |   |       |   | N/A  | N/A   |

|    |   | F   | For M | ain l | Boar | d and GEM list   | ted issuers          |
|----|---|---|-------|-------|------|--|----------------------|
|    | Type of Issue                                 |   |       |       |      | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new shares of |
|    |   | Class of shares issuable                      |       |       |      |  |                      |
| 5. | Scrip dividend At price : State               | ( <i>Note 1</i> )<br>Issue and allotment      | ( /   | /     | )    |  |                      |
| 5. | Scrip dividend At price : currency —          | date : (dd/mm/yyyy)                           |       |       |      |  |                      |
|    |   | EGM approval date:<br>(dd/mm/yyyy)            | ( /   | /     | )    |  |                      |
|    |   |   |       |       |      | N/A  | <u>N/A</u>           |
|    |   | Class of shares repurchased ( <i>Note 1</i> ) |       |       |      |  |                      |
| 6. | Repurchase of shares                          | Cancellation date :<br>(dd/mm/yyyy)           | ( /   | /     | )    |  |                      |
|    |   | EGM approval date:<br>(dd/mm/yyyy)            | ( /   | /     | )    |  |                      |
|    |   | (44) 1111 33333                               |       |       |      | N/A  | N/A                  |
|    |   | Class of shares redeemed ( <i>Note 1</i> )    |       |       |      |  |                      |
| 7. | Redemption of shares                          | Redemption date :<br>(dd/mm/yyyy)             | ( /   | /     | )    |  |                      |
|    |   | EGM approval date:<br>(dd/mm/yyyy)            | ( /   | /     | )    |  |                      |
|    |   |   |       |       |      | N/A  | <u>N/A</u>           |
|    |   | Class of shares issuable ( <i>Note 1</i> )    |       |       |      |  |                      |
| 8. | Consideration issue At price : State currency | Issue and allotment<br>date : (dd/mm/yyyy)    | ( /   | /     | )    |  |                      |
|    |   | EGM approval date:<br>(dd/mm/yyyy)            | ( /   | /     | )    | N/A  | N/A                  |
|    |   |   |       |       |      | N/A  |                      |

|     |                           |                              | For  | Main Board                                      | and GEM list   | ted issuers   |
|-----|---------------------------|------------------------------|--|---|--|---|
|     | Type of Issue             |                              |  |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 9.  | Capital                   |                              | Class of shares issuable( <i>Note 1</i> )    | / / )   |  |   |
| 9.  | reorganisation            |                              | date : (dd/mm/yyyy)                          | //)   |  |   |
|     |                           |                              | EGM approval date: (<br>(dd/mm/yyyy)         | , , ,   | N/A  | N/A   |
|     |                           |                              |  |   |  |   |
| 10  |                           |                              | Class of shares issuable ( <i>Note 1</i> )   |   |  |   |
| 10. | Other<br>(Please specify) | At price : State<br>currency | Issue and allotment (<br>date : (dd/mm/yyyy) | / / )   |  |   |
|     |                           |                              | EGM approval date: (<br>(dd/mm/yyyy)         | / / )   | N/A  | N/A   |
|     |                           |                              | (Prefer                                      | inary shares)<br>rence shares)<br>(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): |
|---------|-----|-------|
|---------|-----|-------|

| Submitted by: | Kam Mei Ha Wendy  | _ |  |
|---------------|---|---|--|
|               | Joint Company Secretary<br>ecretary 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.