

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

# For the month ended (dd/mm/yyyy): 31/01/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	3 February	2015

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 (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> Descri	ption :	N/A	<u> </u>		
	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 :	N/A Desc	ription :	N/A	<u>\</u>
		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 : <u>N/A</u> De	scription :	N/A	A
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HKD)
Balance at close of preceding month	n <u>N/A</u>	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 ordir	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month				
	2,147,041,457	N/A	N/A	N/A
Increase/ (decrease)				
during the month	(534,500)	N/A	N/A	N/A
Balance at close of the				
month	2,146,506,957	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Particulars of share option scheme	•		,		No. of new shares of issuer issued during	No. of new shares of issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement durin	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0		-	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
( / / )						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
2.						
( / / )						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
(						
3.						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)	1N/A	1N/A	1N/A	11/7	11/71	
(1vole 1)		То	tal A. (Ordin	ary charge)	NIL	
		10		nce shares)	N/A	
			-	Other class)	N/A	
Total funds raised du		n from exercise of	f			
options (State currence	cy)			N/A		

Warrants to Issue Shares of the Is		o be Listed Nominal value at	Exercised	Nominal value	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
Description of warrants Date of expiry - dd/mm/yyyy)	nominal value	close of preceding month	during the month	at close of the month	lilereto	month
1.	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) 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
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
4.	-					
( / / )	<u>N/A</u>	<u>N/A</u>	N/A	<u>N/A</u>	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)	( / /	)				
		Total	(Prefere	nary shares)	N/A N/A	-
			(	Other class)	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 pursuant thereto as at 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	-	
( / / ) shares (Note 1)	N/A	N/A
3	-	
		N7/A
shares (Note 1)	N/A	<u>N/A</u>
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements	in	Issued	Share	Capital
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2. Open offer At price : State Issue and allotment (// ) date : (dd/mm/yyyy) Issue and allotment (// ) EGM approval date: (// ) (dd/mm/yyyy) N/A	Type of Issue	s in 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. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(///)$ EGM approval date: (dd/mm/yyyy) $(///)$ N/A       N/         2. Open offer       At price : State currency       Class of shares issuable (Note 1)						
EGM approval date: $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ Class of shares issuable	1. Rights issue		Issue and allotment	( / / )	1	
$\frac{N/A}{N/A} = \frac{N/A}{N/A}$ 2. Open offer At price : State currency Class of shares issuable (// / ) Bisue and allotment (/ / ) EGM approval date: (/ / ) (/ / ) EGM approval date: (/ / ) (/ / ) EGM approval date: (/ / )		- currency	EGM approval date:	( / / )		
2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$ N/A       N/         3. Placing       At price : State currency       Class of shares issuable (Note 1) $(//)$ 3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ 4. Bonus issue       Class of shares issuable (Note 1) $(//)$ N/A       N/         4. Bonus issue       Issue and allotment date : (dd/mm/yyyy) $(//)$ $(//)$ N/A       N/         4. Bonus issue       EGM approval date: (dd/mm/yyyy) $(//)$ Issue and allotment date : (dd/mm/yyyy) $(//)$ $(//)$ $(//)$			(dd/mm/yyyy)		N/A	N/A
2. Open offer At price : State Issue and allotment $(//)$ EGM approval date: $(d/mm/yyyy)$ EGM approval date: $(//)$ (d/mm/yyyy) 3. Placing At price : State Glass of shares issuable (Note 1) Issue and allotment $(//)$ date : $(dd/mm/yyyy)$ EGM approval date: $(//)$ (//) EGM approval date: $(//)$ (//) N/A						
EGM approval date: $(//)$ (dd/mm/yyyy) $N/A$ $N/N/A$ $N/N/A$ $N/N/A$ $N/N/A$ $N/N/A$ $N/N/A$ $N/M/A$ $M/M/A$ $M/$	2. Open offer		Issue and allotment	( / / )		
3. Placing       At price : State currency       Class of shares issuable (Note 1)			EGM approval date:	( / / )		NT/A
3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / ) EGM approval date: (dd/mm/yyyy)         4. Bonus issue       Class of shares issuable (Note 1)					N/A	N/A
<ul> <li>At price : currency date : (d/mn/yyyy)</li> <li>EGM approval date: (//)</li> <li>(dd/mm/yyyy)</li> <li>N/A N/</li> <li>N/A N/</li> <li>Class of shares issuable (Note 1)</li> <li>Issue and allotment (//)</li> <li>date : (dd/mn/yyyy)</li> <li>EGM approval date: (//)</li> <li>(//)</li> <li>EGM approval date: (//)</li> </ul>						
4. Bonus issue     Issue and allotment     ( / / )       Generation     Issue and allotment     ( / / )       Generation     Issue and allotment     ( / / )       Image: Generation     Image: Generation     Image: Generation	3. Placing	At price : State		(//)		
4. Bonus issue       Class of shares issuable				(//)		
4. Bonus issue $ \begin{array}{c} (Note 1)\\ Issue and allotment\\ date : (dd/mm/yyyy)\\ EGM approval date: ( / / ) (dd/mm/yyyy) \end{array} $					<u>N/A</u>	N/A
4. Bonus issue date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)						
(dd/mm/yyyy)	4. Bonus issue			( / / )		
				( / / )		
					N/A	N/A

				For Main Boar	d and GEM list	ed issuers
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
			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
			Class of shares repurchased (Note 1)	Ordinary Shares		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(13/01/2015)		
			AGM approval date: (dd/mm/yyyy)	(23/06/2014)	(534,500)	N/A
			Class of shares redeemed ( <i>Note 1</i> )			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
					N/A	
			Class of shares issuable ( <i>Note 1</i> )			
8.	Consideration issue	At price : State	- Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
					N/A	<u>1N/A</u>

				For Main Board	oard 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 issuab ( <i>Note 1</i> )	le			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )			
			EGM approval date: (dd/mm/yyyy)	( / / )			
					N/A	N/A	
			Class of shares issuab (Note 1)	le			
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	
			Total E. (	(Ordinary shares) Preference shares) (Other class)	N/A		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(534,500)		
	(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):

The total number of 534,500 shares repurchased by the Company on 10, 11 and 12 December 2014 had

been cancelled on 13 January 2015.

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.