

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 29/2/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	3 March 20	16

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	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 : <u>N/A</u> Des	scription :	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	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				
	2,146,506,957	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	<u>N/A</u>	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

Share Options (under Share Option Schemes of the Issuer)
Particulars of share
option scheme
including ECM

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 duri	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.	Granieu	Excretised	Cancened	Lapsed		
1.						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)	1N/A	1N/A	1N/A	1N/A	1N/A	1N/PA
(Note 1)						
2.						
<u>∠.</u>						
	NT/A	NT/A	NT/A	NT/A		NT/A
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
2						
3.						
. <u></u>						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
		To	otal A. (Ordin		NIL	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised du		n from exercise o	of			
options (State current	cy)			N/A		

No. of new No. of new shares of shares of issuer issued issuer which may be issued during the pursuant month pursuant thereto as at 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 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 B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

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

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 N/A (Other class)

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

Other Movements in Issued Share Capital

	Type of Issue	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
			Class of shares issuable				
1.	Rights issue	At price : State	(Note 1) Issue and allotment	(/ /)		
	U	currency	date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	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

			F	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 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
			Class of shares				
	Demunchesseef		repurchased (Note 1)		`		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	<u>N/A</u>
			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	<u>N/A</u>
			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)	(/ /)	NT / A	NT / A
						<u>N/A</u>	N/A

				For Main Board		
					No. of new	No. of new
					shares of	shares of
					issuer issued	issuer which
					during the	may be
					month	issued
					pursuant	pursuant
					thereto	thereto as at close of the
	T CI					month
	Type of Issue					monui
			Class of shares issuable	la		
			(Note 1)	IC		
			(Note 1)			
9.	Capital		Issue and allotment	(/ /)		
	reorganisation		date : (dd/mm/yyyy)			
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)			
					N/A	N/A
			Class of shares issuable	10		
			(Note 1)	IC		
10	Other		(Note 1)			
10.	Other (Please specify)	At price : State	Issue and allotment	(/ /)		
	(Flease specify)	At price . currency	date : (dd/mm/yyyy)	· · · · ·		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)		NT/A	
					N/A	N/A
			n . 1 -			
			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)	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
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.*