

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm | 31/08/2016 | | | | | | |
|---|------------|------------------------|----------------------------------|---|--|--|--|
| To: Hong Kong Exchanges and Clearing Limited | | | | | | | |
| Name of Issuer | 881 | Zhongsheng Gro | up Holdings l | Limited | | | |
| Date Submitted | 5 Septem | ber 2016 | | | | | |
| Movements in Authorised Share Capital Ordinary Shares | | | | | | | |
| (1) Stock code: 881 | Descripti | ion : | Ordinary | Shares | | | |
| (1) Stock code : | _Descripti | No. of ordinary shares | Par value (HKD) | Authorised share capital (HKD) | | | |
| Balance at close of preceding n | nonth _ | 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 | Descripti | ion : | N/A | | | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | |
| 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 | | | |

| Stock code : N/A Desc | cription: | .: N/A | | | |
|---|--------------------------------|----------------------------------|---|--|--|
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) | | |
| 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 Desc | cription : | N/A | Α | | |
| | No. of other classes of shares | N/A Par value (State currency) | | | |
| Stock code : N/A Desc | No. of other | Par value (State | Authorised share capital | | |
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) | | |

II. Movements in Issued Share Capital

| | No. of ordina | No. of ordinary shares | | 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 | 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

Share Options (under Share Option Schemes of the Issuer)

| Share Options (under | Share Option | Schemes of the I | ssuer) | | | |
|------------------------|----------------|--------------------|---------------|--------------|----------------------|--------------------------|
| Particulars of share | | | | | No. of new shares of | No. of new shares of |
| option scheme | | | | | issuer issued during | issuer which may be |
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date | | Movement durir | g the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and | | | | | • | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | N/A | N/A | N/A | N/A | N/A | N/A |
| (Note 1) | 1 1/ 2 2 | 1 1/ 1 1 | 11/11 | 11/11 | 1 1/ 1 1 | 1 1/ 1 1 |
| (IVOIC I) | | | | | | |
| 2. | | | | | | |
| <u>∠.</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | N/A | N/A | N/A | N/A | N/A | N/A |
| (<i>Note 1</i>) | | | | | | |
| | | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | NT/A | NT/A | NT/A | NT/A | NT/A | NT/A |
| shares | N/A | N/A | N/A | N/A | <u>N/A</u> | N/A |
| (Note 1) | | _ | | | | |
| | | To | tal A. (Ordin | | NIL | |
| | | | | nce shares) | N/A | |
| | | | (0 | Other class) | N/A | |
| Total funds raised du | ring the month | n from exercise of | ì | | | |
| options (State current | | | | N/A | | |
| ` | • / | | | - | | |
| | | | | | | |

| Warrants to | Issue Shares | of the Issues | which are | to be | listed. |
|-------------|--------------|---------------|-------------|-----------|---------|
| warrants to | issue onares | OF THE ISSUE | willCii ait | 3 LO DE 1 | Listea |

| Description of warrants (Date of expiry - dd/mm/yyyy) | 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. | - | | | | | |
| | NT/A | NT/A | NT/A | NT/A | NT/A | NT/A |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | N/A | N/A | N/A | N/A | N/A | N/A |
| EGM approval date (if applicable) (dd/mm/yyyy) 2. | (/ / | ·) | | | | |
| | N/A | N/A | N/A | N/A | N/A | N/A |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) | 17/11 | IVA | IVA | IVA | IVA | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 3. | - | | | | | |
| | N/A | N/A | N/A | N/A | N/A | N/A |
| Class of shares issuable (Note 1) Subscription price EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ / | ′) | | | | |
| 4. | | | | | | |
| | | 27/4 | 27/4 | 37/4 | 37/4 | 27/4 |
| (/ /) Stock code (if listed) Class of shares | N/A | N/A | N/A | N/A | N/A | N/A |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ / | ′) | | | | |
| | | Total | B. (Ordi | nary shares) | N/A | |
| | | | (Prefere | ence shares) | 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 during the may be issued 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/AN/AN/AN/AN/A N/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 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) N/A N/A N/A N/A N/A N/AStock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)Total C. (Ordinary shares) (Preference shares) N/A N/A (Other class)

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 | |

| Shares of shares issuable Class of shares is | Other Movem | ents in Issued Share | Capital | | | | | |
|--|---------------|----------------------|---------|--|-------|---|--|---|
| Class of shares issuable (Note 1) 1. Rights issue At price: State currency Issue and allotment (/ /) () () () () () () () () | Toronto | | | | | | issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. Rights issue | Type of is | sue | | | | | | month |
| At price Currency date (dd/mm/yyyy) | | | | | | | | |
| Class of shares issuable (\(\text{idd/mm/yyyy}\)) 2. Open offer At price: State currency Issue and allotment date: (\(\text{dd/mm/yyyy}\)) EGM approval date: (\(\text{dd/mm/yyyy}\)) N/A Class of shares issuable (\(\text{l}\)) N/A | 1. Rights iss | sue At price : | | | (/ / |) | | |
| Class of shares issuable Class of shares iss | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| 2. Open offer At price: State currency State currency | | | | | | | N/A | N/A |
| Class of shares issuable | | | | | | | | |
| Class of shares issuable N/A | 2. Open offe | er At price : | | | (/ / |) | | |
| Class of shares issuable N/A | | | | | (/ / |) | | |
| Class of shares issuable Note 1 | | | | | | | N/A | N/A |
| Class of shares issuable | | | | | | | | |
| Class of shares issuable | 3. Placing | At price : | | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| Class of shares issuable ———————————————————————————————————— | | | | | (/ / |) | | |
| 4. Bonus issue Some the content of the content o | | | | · · · · · · · · · · · · · · · · · · · | | | N/A | N/A |
| 4. Bonus issue date : (dd/mm/yyyy) | | | | | | | | |
| ECM approval date: (/ /) | 4. Bonus iss | ue | | | (/ / |) | | |
| (dd/mm/yyyy) | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | • | | | N/A | N/A |

| | 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) | (/ / |) | NT/A | NI/A |
| | | | | | | | N/A | N/A |
| | | | | Class of shares repurchased (Note 1) | | | | |
| 6. | Repurchase of shares | | | Cancellation date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | (3333) | | | 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) | (/ / |) | | |
| | | | | (dd/iiiii 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 |

| | Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of no shares of issuer wh may be issued pursuar thereto as close of t month | of nich e l nt s at the |
|-----|--|---|--------------------|-------|-------|--|---|-------------------------|
| | | Class of shares issua | hla | | | | | |
| | | (Note 1) | .bie | | | | | |
| 9. | Capital | Issue and allotment date : (dd/mm/yyyy) | (/ | ′ / |) | | | |
| | reorganisation | EGM approval date: (dd/mm/yyyy) | (/ | ′ / |) | | | |
| | | | | | | N/A | <u>N/</u> | A |
| | | | | | | | | |
| | | Class of shares issua (Note 1) | ble | | | | | |
| 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. | (Ordin (Prefere | | hares | N/A | - - - | |
| | | | | | | | | |
| То | otal increase / (decrease) in ordinary shares during the | e month (i.e. Total of A | to E): | | (1 | 1) | N/A | |
| | | | | | (2 | 2) | N/A | |
| То | otal increase / (decrease) in preference shares during | the month (i.e. Total of | A to E): | | | | N/A | |
| To | otal increase / (decrease) in other classes of shares du | ring the month (i.e. Tot | al of A t | o E): | | | N/A | |
| (7 | (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: |

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

1.

2.