HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/10/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	5 Novembe	er 2018

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 (HKD)	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	
	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

2. Preference Shares

Stock code :	N/A	Description :	N/A			
		•	oreference ares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of pr	receding mo	onth N	I/A	N/A	N/A	
Increase/(decrease)		Ň	J/A		N/A	
Balance at close of th	e month	Ň	J/A	N/A	N/A	

3. Other Classes of Shares

Stock code :	N/A Des	cription :	N/A		
		No. of other classes of share	Par value (State es currency)	Authorised share capital (State currency)	
Balance at close of pro	eceding month	N/A	N/A	N/A	
Increase/(decrease)		N/A		N/A	
Balance at close of the	e month	N/A	N/A	N/A	

100,000,000

Total authorised share capital at the end of the month (*HKD*) :

II. Movements in Issued Share Capital

II. Movements in Issued	Share Capital			
	No. of ordin	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	2,271,697,955	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	2,271,697,955	N/A	N/A	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (unde	r Share Option S	Schemes of the	Issuer)			
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 duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and			0		•	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
(9/2/2010)						
Ordinary shares	11,000,000	NIL	NIL	NIL	NIL	NIL
$\frac{(Note 1)}{(Note 1)}$						
(11010 1)						
2.						
<u></u>						
<u> </u>						
(/ /)						
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)	11/21	11/21	11/21	11/21	1 1/ 2 1	11/21
(Note 1)		Тс	otal A. (Ordin	ory charge)	NIL	
		10				
				ence shares)	N/A	
				Other class)	N/A	
Total funds raised du		from exercise o	f			
options (State currer	ıcy)			NIL		

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
<u>1.</u>	-					
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /)						<u></u>
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/)	·)				
<u>2.</u>		,				
	-			27/4	NT ()	
(/ /)	N/A	<u>N/A</u>	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)	(/))				
	-					
	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)	(/ /)				
		Total	B (Ordin	nary shares)	N/A	
		10141		ence shares)	N/A N/A	-
				Other class)		-

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

Class and description		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. Zero Coupon Convertible	_					
Bonds Due 2023	_					
	_					
	<u> </u>	4,700,000,000	NIL	4,700,000,000	NIL	156,597,763
Stock code (if listed) Class of shares	4498					
issuable (Note 1)	Ordinary					
Subscription price	HKD30.0132					
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(N/A)					
2.	_					
	_					
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	11/11	10/71	14/14	11/11	10/11	14/21
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 (<i>Note 1</i>)						
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)	11/11	11/11	11/11		11/11	
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordin		NIL	
				ence shares)	N/A	_
			()	Other class)	N/A	-
L						

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

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Otl	her Movements i	n Issued Sh	are 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
	Type of Issue			Class of shares issuable				monui
				(Note 1)		_		
1.	Rights issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/mm/yyyy)			N/A	N/A
				Class of shares issuable				
		·	G	(Note 1)				
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)	(/ /)	NT/A	NT/ A
							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
							11/A	IV/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 (<i>Note 1</i>)				
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 (<i>Note 1</i>)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	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
				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
3.				Issue and allotment date : (dd/mm/yyyy) EGM approval date:)

	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 (<i>Note 1</i>)			
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	reorganisation			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
				Class of shares issuable (<i>Note 1</i>)			
10.	Other (Please specify)	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Total E. (I	(Ordinary shares) Preference shares) (Other class)	N/A N/A 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.