# **HKEX** 香港交易所

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

For the month ended (dd/mm/yyyy) : <u>31/12/2018</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	4 January	2019

I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>881</u> Descrip	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> Descrip	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			
		No. of preferen shares	Par value ce (State currency)	Authorised share capital (State currency)		
Balance at close of	preceding mo	nth 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	A
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pre	ceding 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

100,000,000

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

## 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	2,271,697,955	N/A	N/A	<u>N/A</u>
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	N/A

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### 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			<u> </u>			
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
(Note 1)						
(11010-1)						
2.						
<u></u>						
<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
	1N/A	1N/A	1N/A	1N/A	1N/A	1N/A
(Note 1)		T		1	NIII	
		10	otal A. (Ordin	•	NIL	
				ence shares)	N/A	
				Other class)	N/A	
Total funds raised du		from exercise o	ſ			
options (State curren	icy)			NIL		

Description of warrants (Date of expiry - dd/mm/yyyy) 1.	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.						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>	<u>N/A</u>	N/A	<u>N/A</u>	N/A	N/A
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)	( / /		- 1/		X	
4.	( / /	)				
( / / )	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	(Prefere	nary shares) ence shares) Other class)	N/A N/A N/A	- -

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	_					
	_					
	HKD	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)						
Class of shares						
issuable (Note 1)						
Subscription price						
(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.	_					
	_					
		<b>NT / A</b>	<b>NT / A</b>	<b>N</b> T / A	<b>NT / 4</b>	<b>X</b> T / A
Stock code (if listed)	<u>N/A</u>	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)	( / / )					
(dd/11111/yyyy)			Total C. (Ordin	nary shares)	NIL	
				ence shares)	N/A	-
				Other class)	N/A	

than under Share Option Schemes) No. of new shares of No. of new shares of issuer issued during issuer which may be the month pursuant issued pursuant thereto thereto Full particulars including EGM approval date (dd/mm/yyyy), as at close of the month if applicable, and class of shares issuable: 1. ( / Ordinary shares (Note 1) N/A N/A 2. ( / / ) N/A shares (Note 1) N/A 3. ( / / ) N/A shares (Note 1) N/A Total D. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other

Otl	her Movements i	n Issued Sha	are Capital				No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at close of the
	Type of Issue							month
				Class of shares issuable ( <i>Note 1</i> )		-		
1.	Rights issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							N/A	N/A
				Class of shares issuable		_		
		<b>A</b> 4	State	(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)	( / /	)		
							N/A	N/A
				Class of shares issuable		_		
4.	Bonus issue			( <i>Note 1</i> ) Issue and allotment	( / /	)		
	201100 10000			date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	χ'''	,	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				
5.	Scrip dividend	At price :	State	(Note 1) Issue and allotment	( / /	)		
	-	price .	currency —	date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	NT/A	N/A
							<u>N/A</u>	N/A
				Class of shares repurchased (Note 1)				
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				
	a			(Note 1)	( 1 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 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 (Note 1)			
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. (	(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):	
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Submitted by:	Kam Mei Ha Wendy	
Title: (Director	Joint Company Secretary r, 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.