日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

28/02/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	881	Zhongsheng Group Holdings Limited
Date Submitted	04/03/2019	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>881</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value <i>(HKD)</i>	Authorised share capital <i>(HKD)</i>
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	otion :	N/A	<u> </u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
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> D	escription :	N/A	Δ
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding m	nonth <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

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	iption :	N/A		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
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	

Total authorised share capital at the end of the month (*HKD*): 100,000,000

II. Movements in Issued Share Capital

	No. of ordir	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes 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	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	der Share Opt	ion Schemes	of the Issuer)			
Particulars of share option scheme						No. of new shares of issuer which may be issued pursuant
including EGM	Ν	Novement duri	ng the month		thereto	thereto as at close of
approval date			<u> </u>		_	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option	Glanieu	EXELUSED	Caliceneu	Lapseu		
Scheme						
Scheme						
(9/2/2010)						
Ordinary shares	11,000,000	NIL	NIL	NIL	NIL	NIL
(Note 1)	11,000,000					
(11010-1)						
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)						
		Tota	al A. (Ordina	ry shares)	NIL	
			(Preferend	ce shares)	N/A	
			(O ⁺	ther class)	N/A	
Total funds raised of		nth from exerc	ise			
of options (State cu	urrency)			NIL		

Warrants to Issue Shares of the	Issuer which	are to be Listed				
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.						
	N/A	N/A	N/A	N/A	N/A	N/A
Class of shares issuable <i>(Note 1)</i> Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>2.</u>						
	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)	(/ /)				
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 <i>(Note 1)</i> Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
		T. (. D		nu oborocì	NT/A	
		Total B		ary shares) ice shares)	N/A N/A	-
				ther class)	N/A	_
			```	, <u> </u>		-

Convertibles (i.e. Convertible	Currency of amount outstanding	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)	4498					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HKD30.0132					
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(N/A)					
2.	_					
	_					
		<b>* *</b> / <b>*</b>	<b>XT</b> / A	<b>NT</b> / <b>A</b>	<b>NT</b> / A	<b>NT</b> / 4
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)	( / / )					
<u>3.</u>	_					
	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.	_					
	_					
			NT / A	NT / A	NT / A	NT / A
Stock code (if listed)	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)	( / / )					
(dd/1111/yyyy)	( , , )	To	otal C. (Ordina	ary shares)	NIL	
			(Preferen	ice shares)	N/A	_
			(C	Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be List	ed, including
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
	11/A	
2.		
	]	
	<b>N</b> T/A	
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	-
		-

shares of shares of issuer issuer which issued may be during the issued month pursuant	Ot	her Movements	in Issued Sha	are Capital				No. of new	No. of new
Type of Issue       month         1. Rights issue       At price : State currency       Class of shares issuable (Note 1)         1. Rights issue       At price : State currency       Issue and allotment (// / ) date : (dd/mm/yyy)         EGM approval date:       (// / )         2. Open offer       At price : State currency       Issue and allotment (// )         2. Open offer       At price : State currency       Issue and allotment (// )         3. Placing       At price : State currency       Issue and allotment (// )         3. Placing       At price : State currency       Issue and allotment (// )         Glass of shares								shares of issuer issued during the month pursuant	shares of issuer which may be issued pursuant thereto as at
1. Rights issue       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / ) (dd/mm/yyyy)         1. Rights issue       At price :       State currency       Issue and allotment (dd/mm/yyyy)       ( / / ) (dd/mm/yyyy)         2. Open offer       At price :       State currency       Class of shares issuable (Note 1)         2. Open offer       At price :       State currency       Issue and allotment (dd/mm/yyyy)       ( / / ) (dd/mm/yyyy)         3. Placing       At price :       State currency       Issue and allotment (dd/mm/yyyy)       ( / / ) (dd/mm/yyyy)         3. Placing       At price :       State currency       Issue and allotment (dd/mm/yyyy)       ( / / ) (dd/mm/yyyy)         4. Bonus issue       Class of shares issuable (Note 1)       N/A       N/A         4. Bonus issue       Issue and allotment (d/mm/yyyy)       ( / / ) (dd/mm/yyy)       Issue and allotment ( / / ) (dd/mm/yyy)		Type of Issue							
1. Rights issue       At price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A       N/A         2. Open offer       At price : State currency       Issue and allotment date : ( / / )       N/A         2. Open offer       At price : State currency       Issue and allotment date : ( / / )       N/A       N/A         3. Placing       At price : State currency       Class of shares issuable (Note 1)       N/A       N/A         3. Placing       At price : State currency       Issue and allotment ( / / )       N/A       N/A         4. Bonus issue       Class of shares currency       Issue and allotment ( / / )       N/A       N/A         4. Bonus issue       Issue and allotment ( / / )         4. Bonus issue       Issue and allotment ( / / )       Issue and allotment ( / / )       Issue and allotment ( / / )									
Class of shares	1.	Rights issue	At price :			( / /	)		
					EGM approval date: (dd/mm/yyyy)	( / /	)		
2. Open offer       At price :       State currency       Issue and allotment date : (d/mm/yyyy)       ( / / )         2. Open offer       At price :       State currency       Issue and allotment date : (d/mm/yyyy)       ( / / )         EGM approval date:       ( / / )       N/A       N/A         3. Placing       At price :       State currency       Issue and allotment date : (d/mm/yyyy)       ( / / )         3. Placing       At price :       State currency       Issue and allotment date : (d/mm/yyyy)       ( / / )         4. Bonus issue       Class of shares issuable (Note 1)       N/A       N/A         Issue and allotment ( / / )       Issue and allotment ( / / )       N/A       N/A         4. Bonus issue       Issue and allotment ( / / )       ( / / )       Issue and allotment ( / / )         EGM approval date:       ( / / )       Issue and allotment ( / / )       Issue and allotment ( / / )         EGM approval date:       ( / / )       Issue and allotment ( / / )       Issue and allotment ( / / )								<u>N/A</u>	N/A
2. Open one At price currency date : (d/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy) <u>N/A N/A</u> Class of shares issuable (Note 1) [Sue and allotment ( / / ) date : (dd/mm/yyyy) [SGM approval date: ( / / ) (dd/mm/yyyy) <u>N/A N/A</u> 4. Bonus issue Class of shares issuable (Note 1) [Sue and allotment ( / / ) (dd/mm/yyyy) [SGM approval date: ( / / ) [Sue and allotment ( / / ) [Class of shares] [Sue and allotment ( / / ) [Class of shares] [Class of shares _] [Class									
a. Placing       At price :       State currency       Class of shares	2.	Open offer	At price :			( / /	)		
3. Placing       At price : State currency       Class of shares					EGM approval date: (dd/mm/yyyy)	( / /	)		
3. Placing       At price :       State currency       Issue and allotment date : (d/mm/yyyy)       ( / / ) date : (d/mm/yyyy)         3. Placing       At price :       State currency       Issue and allotment date : (d/mm/yyyy)       N/A         At price :       State currency       Issue and allotment ( / / ) (dd/mm/yyyy)       N/A       N/A         4. Bonus issue       Class of shares issuable (Note 1)       Issue and allotment ( / / ) (date : (dd/mm/yyyy))       Issue and allotment ( / / ) (dd/mm/yyyy)								<u>N/A</u>	N/A
3. Placing       At price : currency       Isobe and allot in									
(dd/mm/yyyy)     N/A     N/A       N/A     N/A     N/A       Class     of     shares       issuable     (Note 1)       Issue and allotment     ( / / )       date : (dd/mm/yyyy)     EGM approval date:       EGM approval date:     ( / / )	3.	Placing	At price :			( / /	)		
Class of shares         issuable (Note 1)         4. Bonus issue         Issue and allotment         (///)         date : (dd/mm/yyyy)         EGM approval date:         (///)         (dd/mm/yyyy)					EGM approval date: (dd/mm/yyyy)	( / /	)		
4. Bonus issue lissuable (Note 1) 4. Bonus issue EGM approval date: ( / / ) (dd/mm/yyyy)								<u>N/A</u>	<u>N/A</u>
4. Bonus issue EGM approval date: (//) (dd/mm/yyyy)									
EGM approval date: ( / / ) (dd/mm/yyyy)	4.	Bonus issue			Issue and allotment	( / /	)		
					EGM approval date:	( / /	)	<b>N</b> T / A	<b>N</b> T / A
								<u> </u>	

	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				
			Chata	issuable (Note 1)	( / /	)		
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)		)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<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 (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	<b>N</b> 7/4	
							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
								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
9.	Capital reorganisation		Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
10.	Other (Please specify) At price :	State currency	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
			Total E. (Ordina share (Preference share (Other clas	s) <u>N/A</u> s) <u>N/A</u>	-

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 Capital").)	Issued Share

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

Γ

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Huang Yi</u>
Title: <u>Executive Director</u> (Director, Secretary or other duly authorised officer)
(Director, Secretary of other duty authorised Officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.