

For the month ended

# Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :	y): <u>31/03/2021</u>					
To : Hong Kong Exchanges a	and Clea	ring Limited				
<del>-</del>	881 Zhongsheng Group Holdings Limited 07/04/2021					
Date Submitted _	07/04/20	<b>21</b>				
I. Movements in Authorised S	Movements in Authorised Share Capital					
1. Ordinary Shares						
(1) Stock code : <u>881</u>	_Descrip	otion:	Ordinary	Shares		
		No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)		
Balance at close of preceding	g month	1,000,000,000,000	0.0001	100,000,000		
Increase/(decrease)		NIL		NIL		
Balance at close of the mont	h	1,000,000,000,000	0.0001	100,000,000		
(2) Stock code : N/A	_Descrip	otion:	N/A	1		
		No. of ordinary shares	Par value (State currency)	capital		
Balance at close of preceding	g month	N/A	N/A	N/A		
Increase/(decrease)		N/A		N/A		
Balance at close of the mont	h	N/A	N/A	N/A		

Stock code : N/A Descript	ion :	N/A	Δ
	No. of preference shares	Par value (State currency)	capital
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			
3. Other Classes of Shares  Stock code : N/A Descript	ion :	N/A	Δ.
	ion :  No. of other classes of shares	Par value (State	Authorised share capital
	No. of other classes of shares	Par value (State currency)	Authorised share capital
Stock code : N/A Descript	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other
	(1)	(1) (2)		classes of shares
Balance at close of preceding month	2,282,865,579	N/A	N/A	N/A
Increase/ (decrease) during the month	1,765,889	N/A	N/A	N/A
Balance at close of the month	2,284,631,468	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 No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto thereto as at close of including EGM Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme (9/2/2010) 11,000,000 NIL NIL NIL \_\_\_\_ Ordinary shares NIL NIL (Note 1) N/A N/A N/A N/A shares N/A N/A (Note 1) N/A N/A N/A N/A N/A N/Ashares (Note 1) Total A. (Ordinary shares) NIL (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) NIL

Warrants to Issue Shares of the	e 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 (Note 1) Subscription price		IVA	N/A	IVA	IVA	IVA
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	10/1	11/11	IVII	11/11	11//1	10/1
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.		)		AVAA		1,411
	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)		)				
		Total E		ary shares)	N/A	_
			•	ice shares)	N/A	=
			(C	Other class)	N/A	

Class and description	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	=					
	-	1 020 000 000	52,000,000	077 000 000	1.765.000	22 552 242
Stock code (if listed)	HKD 4498	1,030,000,000	53,000,000	977,000,000	1,765,889	32,552,343
Class of shares	4490					
issuable (Note 1)	Ordinary					
Subscription price	HKD30.0132					
EGM approval date						
(if applicable)	(NI/A)					
(dd/mm/yyyy))  2. Zero Coupon Convertible	(N/A)					
Bonds Due 2025	=					
Bolids Due 2023	_					
	- HKD	4,560,000,000	) NIL	4,560,000,000	NIL	99,978,074
Stock code (if listed)	40224	1,500,000,000		1,500,000,000		22,270,071
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HKD45.61					
EGM approval date (if applicable)						
(dd/mm/yyyy)	(N/A)					
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.	_					
	_					
	_	27/1	27//	27/1	27/1	
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)	( / / )		Total C. (Ordina	ary charge)	1,765,889	
				ice shares)	1,705,889 N/A	_
			,	ther class)	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)

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		
'	-	
	4	
	4	
	37/4	27/4
shares (Note 1)	N/A	N/A
2		
	1	
	1	
shares (Note 1)	N/A	N/A
	- "	
3.		
J	†	
	†	
	1	
	NT/A	NT/A
shares (Note 1)	N/A	N/A
Tatal D. (C. II.	- NT/A	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements	in Issued Sha	are Capital					
	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
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1							
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(***			N/A	N/A
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							N/A	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/ffiff/yyyy)			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

	Turno of locus						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							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 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)	( / /	)		
							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)	( / /	)	NT/A	DT/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
	Class of sharesissuable (Note 1)		
9. Capital reorganisation	Issue and allotment ( / / ) date : (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
	Class of sharesissuable (Note 1)		
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. (Ordina share		
	(Preference share (Other clas	s) N/A	<del>-</del> - -
Total increase / (decrease) in ordinary shares du	ring the month (i.e. Total of A to E):	(1)1,7	765,889
		(2)	N/A
Total increase / (decrease) in preference shares	,		N/A
Total increase / (decrease) in other classes of sh E):	nares during the month (i.e. Total of A t	0	N/A
(These figures should be the same as the releva Capital").)	ant figures under II above ("Movement	s in <mark>Tssued Si</mark>	hare

#### 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)

- (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.
Kemar	ks (if any):
Submit	tted by:Huang Yi
Title:	Executive Director (Director, Secretary or other duly 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.