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中升集團控股有限公司
Zhongsheng Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 881)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Zhongsheng Group Holdings Limited (the “Company”) will be held at 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 11 March 2014 at 3:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company as ordinary resolutions:

(1) **“THAT:**

- (a) the execution, delivery and performance by the Company of a subscription agreement dated 19 January 2014 entered into between the Company and Jardine Strategic Holdings Limited (the “Subscriber”) in relation to the issue of convertible bonds by the Company with an aggregate principal amount of HK\$3,091,500,000 (the “Convertible Bonds”) entitling the holders thereof to convert the principal amount thereof into ordinary shares of the Company (the “Conversion Shares”) at an initial conversion price of HK\$12.95899 (subject to adjustment) per Conversion Share (the “Subscription Agreement”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfilment or waiver of the conditions precedent set out in the Subscription Agreement, the directors of the Company be and are hereby authorised to issue the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement and the Convertible Bonds Conditions;
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares; and

- (d) the directors of the Company be and are hereby authorised to exercise all powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Subscription Agreement including without limitation:
- (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Subscription Agreement, the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares; and
 - (ii) the taking of all necessary actions to implement the transactions contemplated under the Subscription Agreement.”
- (2) “**THAT** Mr. Adam Keswick be elected as a non-executive director of the Company with immediate effect.”

Yours faithfully,
By Order of the Board of
Zhongsheng Group Holdings Limited
Huang Yi
Chairman

Hong Kong, 22 February 2014

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wishes.
3. In order to be valid, the form of proxy must be duly lodged at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 7 March to Tuesday, 11 March (both dates inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend the EGM, the unregistered holders of shares of the Company should ensure all transfers documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 March 2014.

5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The voting on the resolutions at the EGM will be conducted by way of a poll.

As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Du Qingshan, Mr. Yu Guangming and Mr. Si Wei; the non-executive director of the Company is Mr. Leng Xuesong; and the independent non-executive directors of the Company are Mr. Shigeno Tomihei, Mr. Ng Yuk Keung and Mr. Shen Jinjun.