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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)

**POLL RESULTS AT THE ANNUAL GENERAL MEETING
HELD ON 16 JUNE 2015
DISTRIBUTION DATE OF FINAL DIVIDEND
RETIREMENT OF DIRECTOR**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 10:00 a.m. on Tuesday, 16 June 2015 at Conference Room, 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The AGM was chaired by Mr. Huang Yi, the chairman of the Company.

A total of 14 shareholders and duly authorized representatives, holding 2,146,321,654 shares of the Company representing approximately 99.991367% of the total number of issued shares of the Company, were present at the AGM. All the proposed resolutions as set out in the notice of the AGM dated 30 April 2015 were duly passed by way of poll at the AGM and the poll results are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2014.	1,803,826,380 (100.000000%)	0 (0.000000%)
2.	To declare a final dividend of HK\$0.09 per share for the year ended 31 December 2014.	1,803,826,380 (100.000000%)	0 (0.000000%)
3.	To re-elect Mr. Huang Yi as an executive director of the Company.	1,796,977,474 (99.620312%)	6,848,906 (0.379688%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
4.	To re-elect Mr. Si Wei as an executive director of the Company.	1,756,310,831 (97.365847%)	47,515,549 (2.634153%)
5.	To re-elect Mr. Ng Yuk Keung as an independent non-executive director of the Company.	1,800,572,327 (99.819603%)	3,254,053 (0.180397%)
6.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	1,803,712,180 (99.993669%)	114,200 (0.006331%)
7.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	1,803,826,380 (100.000000%)	0 (0.000000%)
8.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing of this resolution.	1,803,826,380 (100.000000%)	0 (0.000000%)
9.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing of this resolution.	1,558,837,458 (86.418376%)	244,988,922 (13.581624%)
10.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.	1,573,291,955 (87.219700%)	230,534,425 (12.780300%)

As at the date of the AGM, the number of issued shares of the Company was 2,146,506,957 shares, which was the total number of shares entitling the shareholders to attend and vote for or against the resolutions at the AGM. There were no shares of the Company entitling the shareholders to attend and abstain from voting in favor of the resolutions proposed at the AGM and no shareholder were required to abstain from voting at the AGM. There were no restrictions on any shareholders casting votes on the resolutions proposed at the AGM. No party has stated his or her intention to vote against the resolutions proposed at the AGM or to abstain from voting.

The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the AGM.

DISTRIBUTION DATE OF FINAL DIVIDEND

As approved by the shareholders of the Company at the AGM, the board of directors (the “**Board**”) is pleased to announce that the Company will distribute a final dividend of HK\$0.09 per share for the year ended 31 December 2014 to shareholders of the Company whose names are listed in the register of members of the Company on Wednesday, 24 June 2015. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Monday, 22 June 2015 to Wednesday, 24 June 2015, both days inclusive and the final dividend will be distributed on Thursday, 9 July 2015.

RETIREMENT OF DIRECTOR

Due to the retirement from office of the Board, Mr. Shigeno Tomihei (“**Mr. Shigeno**”) has been retired as an independent non-executive director and the chairman of Remuneration Committee and the member of Nomination Committee with effect from the conclusion of the AGM.

Mr. Shigeno has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders in respect of his retirement. Mr. Shigeno has also confirmed that he does not have any action or claim, existing or pending, against the Company.

The Board would like to take this opportunity to thank Mr. Shigeno for his valuable contributions to the Company during his tenure of office.

After Mr. Shigeno’s retirement, the number of the Company’s independent non-executive directors falls below one-third of the Board and there is no chairman of the Company’s Remuneration Committee which fail to meet the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). As such, the Board will make its best endeavours to identify an appropriate person for appointment as independent non-executive director and chairman of Remuneration Committee within three months from the date of Mr. Shigeno’s retirement pursuant to Rules 3.11 and 3.27 of the Listing Rules.

By order of the Board of
Zhongsheng Group Holdings Limited
Huang Yi
Chairman

Hong Kong, 16 June 2015

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, Mr. Si Wei and Mr. Zhang Zhicheng; the non-executive director of the Company is Mr. Adam Keswick; and the independent non-executive directors of the Company are Mr. Ng Yuk Keung, Mr. Shen Jinjun and Mr. Lin Yong.