

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 17 JUNE 2016
DISTRIBUTION DATE OF FINAL DIVIDEND**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 10:00 a.m. on Friday, 17 June 2016 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 10 shareholders and duly authorized representatives, holding 1,873,719,101 shares of the Company representing approximately 87.291546% 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 29 April 2016 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 2015.	1,873,719,101 (100.000000%)	0 (0.000000%)
2.	To declare a final dividend of HK\$0.05 per share for the year ended 31 December 2015.	1,873,719,101 (100.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
3.	To re-elect Mr. Li Guoqiang as an executive director of the Company.	1,867,154,351 (99.649641%)	6,564,750 (0.350359%)
4.	To re-elect Mr. Du Qingshan as an executive director of the Company.	1,873,719,101 (100.000000%)	0 (0.000000%)
5.	To re-elect Mr. Adam Keswick as a non-executive director of the Company.	1,857,700,788 (99.145106%)	16,018,313 (0.854894%)
6.	To re-elect Mr. Shen Jinjun as an independent non-executive director of the Company.	1,870,812,576 (99.844879%)	2,906,525 (0.155121%)
7.	To re-elect Mr. Shoichi Ota as an independent non-executive director of the Company.	1,873,719,101 (100.000000%)	0 (0.000000%)
8.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	1,873,710,901 (99.999562%)	8,200 (0.000438%)
9.	To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	1,873,719,101 (100.000000%)	0 (0.000000%)
10.	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.	1,873,719,071 (99.999998%)	30 (0.000002%)
11.	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.	1,669,865,636 (89.120383%)	203,853,465 (10.879617%)
12.	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.	1,702,980,636 (90.887724%)	170,738,465 (9.112276%)

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 as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholder were required under the Listing Rules 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 in the Company’s circular dated 29 April 2016 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 of the Company (the “**Board**”) is pleased to announce that the Company will distribute a final dividend of HK\$0.05 per share for the year ended 31 December 2015 to shareholders of the Company whose names are listed in the register of members of the Company on Monday, 27 June 2016. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 23 June 2016 to Monday, 27 June 2016, both days inclusive and the final dividend will be distributed on Monday, 11 July 2016.

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

Hong Kong, 17 June 2016

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, Mr. Lin Yong and Mr. Shoichi Ota.