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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 OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 1 JUNE 2017**

The extraordinary general meeting (the “EGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 2:00 p.m. on Thursday, 1 June 2017 at Conference Room, 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The EGM was chaired by Mr. Lin Yong, an independent non-executive director of the Company. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 9 May 2017 (the “Circular”).

A total of 7 Shareholders and duly authorized representatives, holding 1,545,326,141 Shares representing approximately 71.992599% of the total number of issued Shares, were present at the EGM. The proposed resolution as set out in the notice of the EGM dated 9 May 2017 was duly passed by way of poll at the EGM and the poll results are as follows:

Ordinary Resolution	Number of votes (%)	
	For	Against
To ratify, confirm and approve the Subscription Agreement dated 13 April 2017 entered into between the Company and Jardine Strategic Holdings Limited in respect of the issue of 120,557,263 new shares of the Company and the transactions contemplated thereunder, and the granting of a specific mandate to the Directors to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement	1,543,366,648 (99.873199%)	1,959,493 (0.126801%)

As at the date of the EGM, the number of issued Shares was 2,146,506,957. JSH Investment Holdings Limited, a wholly-owned subsidiary of Jardine Strategic Holdings Limited and holding 332,855,581 Shares as at the date of the EGM was required to abstain and had abstained from voting on the above-mentioned proposed ordinary resolution (the “**Resolution**”) in relation to the Subscription Agreement at the EGM, as it had a material interest in the Subscription Agreement in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Therefore, there was only a total number of 1,813,651,376 Shares held by the Shareholders who are entitled to attend and vote for or against the Resolution at the EGM.

Save as described above, there were no other Shares whose Shareholders are entitled to attend and abstain from voting in favor of the Resolution proposed at the EGM as set out in Rule 13.40 of the Listing Rules and no other Shareholders were required to abstain from voting at the EGM under the Listing Rules. There was no restriction on any Shareholders casting votes on the Resolution proposed at the EGM. No party has stated his or her intention in the Circular to vote against the Resolution proposed at the EGM 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 EGM.

By order of the Board  
**Zhongsheng Group Holdings Limited**  
**HUANG Yi**  
*Chairman*

Hong Kong, 1 June 2017

*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. Pang Yiu Kai; and the independent non-executive directors of the Company are Mr. Shen Jinjun, Mr. Lin Yong, Mr. Shoichi Ota and Mr. Ying Wei.*