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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)

**CHANGE OF NON-EXECUTIVE DIRECTOR,
APPOINTMENT OF THE CHAIRMAN OF
COMPLIANCE COMMITTEE,
UPDATE ON THE QUALIFICATIONS OF COMPANY SECRETARY
AND
RESIGNATION OF JOINT COMPANY SECRETARY**

The board of directors of the Company announces that (i) Mr. Hsu David has resigned as a non-executive director of the Company; (ii) Mr. Sun Yanjun has been appointed as a non-executive director of the Company; (iii) Mr. Tang Xianfeng has been appointed as the chairman of compliance committee of the Company; and (iv) Ms. Mak Sze Man has resigned as a joint company secretary of the Company, in all cases with effect from 1 August 2022.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Zhongsheng Group Holdings Limited (the “**Company**”) announces that Mr. Hsu David (“**Mr. Hsu**”) has resigned as a non-executive director of the Company with effect from 1 August 2022. The resignation of Mr. Hsu is due to his retirement.

Mr. Hsu has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Hsu for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Sun Yanjun (“**Mr. Sun**”) has been appointed as a non-executive director of the Company with effect from 1 August 2022.

The biographical information of Mr. Sun is set out below:

Mr. Sun Yanjun (孫燕軍), aged 52, has over two decades of principal investing, M&A and capital markets experience. Prior to joining Jardine Matheson Group in 2022, he was a Partner and Co-head of China at TPG Capital, leading private equity investments and facilitating business development efforts for TPG’s global business units in China, including cross-border transactions and strategic partnerships. He was previously Managing Director in Goldman Sachs’ Principal Investment Area — the investment bank’s private equity unit — responsible for Greater China investments.

Mr. Sun is an independent non-executive director of China National Building Material Company Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with stock code 3323). He has been an alternate director and an alternate member of the audit committee of Greatview Aseptic Packaging Company Limited (a company listed on the Stock Exchange with stock code 468) (“**Greatview Aseptic**”) to Mr. Pang Yiu Kai, a non-executive director of Greatview Aseptic, since 1 August 2022. He was a non-executive director of Phoenix Media Investment (Holdings) Limited (a company listed on the Stock Exchange with stock code 2008) from 5 November 2013 to 16 August 2019.

Mr. Sun received a bachelor’s degree in international finance from Renmin University of China (中國人民大學) in July 1992 and an MBA degree with high distinction from University of Michigan in May 1997.

Save as disclosed herein, Mr. Sun had not held any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Sun has entered into a letter of appointment with the Company and shall hold office from 1 August 2022 until the annual general meeting of the Company for the year 2023, where he will be subject to retirement and re-election in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company. Mr. Sun’s appointment can be extended for a term of three years after re-election at the annual general meeting of the Company. He will serve as a non-executive director of the Company without any emolument.

Mr. Sun does not have any interest in the shares, underlying shares or debentures of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). He does not have any relationship with other directors, senior management, substantial shareholders (as defined in the Listing Rules) other than Jardine Matheson Holdings Limited and its subsidiaries, or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information that is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Sun that need to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Sun for joining as a member of the Board.

APPOINTMENT OF THE CHAIRMAN OF COMPLIANCE COMMITTEE

The Board is pleased to announce that Mr. Tang Xianfeng has been appointed as the chairman of compliance committee of the Company with effect from 1 August 2022.

An updated List of Directors and Their Role and Function including the composition of each of the committees of the Board will also be made available on the websites of the Stock Exchange and the Company on the effective date of the change of director and the appointment of the chairman of compliance committee.

UPDATE ON THE QUALIFICATIONS OF COMPANY SECRETARY AND RESIGNATION OF JOINT COMPANY SECRETARY

Reference is made to the announcement of the Company dated 1 April 2019 in relation to, among other things, the appointment of Ms. Yao Zhenchao (“**Ms. Yao**”) as a joint company secretary of the Company and the waiver granted to the Company by the Stock Exchange from strict compliance from Rules 3.28 and 8.17 of the Listing Rules.

The Board of the Company is pleased to announce that the Stock Exchange has confirmed that Ms. Yao, a current joint company secretary of the Company, is qualified to act as the company secretary of the Company under Rule 3.28 of the Listing Rules. As a result, Ms. Mak Sze Man (“**Ms. Mak**”), the other joint company secretary of the Company, has resigned as a joint company secretary of the Company with effect from 1 August 2022. Ms. Yao will continue to serve as the sole company secretary of the Company after the resignation of Ms. Mak.

Ms. Mak has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its gratitude to Ms. Mak for her valuable contribution to the Company during her tenure of service.

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

Hong Kong, 1 August 2022

As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Zhang Zhicheng, Mr. Li Guohui and Mr. Tang Xianfeng; the non-executive directors of the Company are Mr. Chan Ho Yin and Mr. Sun Yanjun; and the independent non-executive directors of the Company are Mr. Shen Jinjun, Mr. Ying Wei, Mr. Chin Siu Wa Alfred and Mr. Li Yanwei.