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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)

**FINAL RESULTS OF THE OFFER TO PURCHASE THE 2026 BONDS
(STOCK CODE: 40529; ISIN: XS2278364075;
COMMON CODE: 227836407)**

Reference is made to the announcement of the Company dated 22 July 2024 in respect of, *inter alia*, the Offer.

EXPIRATION OF THE OFFER

The Company hereby announces that the Offer expired at 4:00 p.m. (London time)/11:00 p.m. (Hong Kong time) on 29 July 2024.

FINAL RESULTS OF OFFER TO PURCHASE THE 2026 BONDS

The Company hereby announces the final results of the Offer. The Company hereby determines and announces that the Maximum Acceptance Amount is U.S.\$292,166,000. The aggregate principal amount of the 2026 Bonds validly tendered pursuant to Tender Instructions amounts to U.S.\$292,166,000, which is the same as the Maximum Acceptance Amount. Therefore, no proration will be applied. The Company has decided, in its sole discretion, to accept for purchase all of U.S.\$292,166,000 in aggregate principal amount of the 2026 Bonds validly tendered pursuant to Tender Instructions.

The completion and settlement of the Offer and acceptance of the 2026 Bonds for purchase are subject to certain conditions as described in the Tender Offer Memorandum. The Financing Condition has been satisfied on the date of this announcement. The Settlement Date of the Offer is expected to be on or about 1 August 2024.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE TENDER OFFER MEMORANDUM.

OTHER INFORMATION

Unless stated otherwise, announcements in connection with the Offer have been and will be made through the website of the Hong Kong Stock Exchange, the issue of a press release to a Notifying News Service and/or the delivery of notices to the Clearing Systems for communication to Direct Participants and on the Offer Website: <https://clients.dfkingltd.com/zhongsheng/>, operated by the Information and Tender Agent. Copies of the announcements, press releases and notices can also be obtained from the Offer Website <https://clients.dfkingltd.com/zhongsheng/>, operated by the Information and Tender Agent, the contact details of which are as follows.

INFORMATION AND TENDER AGENT

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Offer Website: <https://clients.dfkingltd.com/zhongsheng/>

Any questions from Eligible Holders in relation to the terms of the Offer may be directed to the Dealer Managers at the contact details below.

DEALER MANAGERS

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GENERAL

As the conditions precedent to settlement of the proposed Bonds Issue and the Offer may or may not be satisfied and the proposed Bonds Issue and/or the Offer may be terminated upon the occurrence of certain events, investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 30 July 2024

As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Zhang Zhicheng, Mr. Tang Xianfeng, Ms. Yu Ning and Ms. Zhou Xin; 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.