

*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 10 JUNE 2020  
DISTRIBUTION DATE OF FINAL DIVIDEND  
RETIREMENT OF DIRECTORS  
APPOINTMENT OF NEW DIRECTORS  
CHANGE OF COMPOSITION OF BOARD COMMITTEE**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “**Company**”) was held at 11:00 a.m. on Wednesday, 10 June 2020 at Room 1803–09, 18/F, 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 eight shareholders of the Company (the “**Shareholder(s)**”) and duly authorized representatives, holding 2,100,181,647 shares of the Company representing approximately 92.449863% 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 27 April 2020 were duly passed by way of poll at the AGM and the poll results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
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 2019.	2,097,265,067 (99.996877%)	65,500 (0.003123%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
2.	To declare a final dividend of HK\$0.45 per share for the year ended 31 December 2019.	2,100,181,647 (100%)	0 (0%)
3.	To re-elect Mr. Huang Yi as an executive director of the Company.	2,064,650,396 (98.308182%)	35,531,251 (1.691818%)
4.	To re-elect Mr. David Alexander Newbigging as a non-executive director of the Company.	2,048,325,806 (97.540920%)	51,639,841 (2.459080%)
5.	To re-elect Mr. Hsu David as a non-executive director of the Company.	2,065,121,591 (98.330618%)	35,060,056 (1.669382%)
6.	To re-elect Mr. Ying Wei as an independent non-executive director of the Company.	2,005,953,133 (95.513316%)	94,228,514 (4.486684%)
7.	To re-elect Mr. Li Yanwei as an independent non-executive director of the Company.	2,099,109,384 (99.959225%)	856,263 (0.040775%)
8.	To appoint Mr. Li Guohui as an executive director of the Company.	2,091,955,142 (99.608296%)	8,226,505 (0.391704%)
9.	To appoint Mr. Tang Xianfeng as an executive director of the Company.	2,095,304,047 (99.767753%)	4,877,600 (0.232247%)
10.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	2,088,336,327 (99.448404%)	11,583,070 (0.551596%)
11.	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.	2,099,615,333 (99.973035%)	566,314 (0.026965%)
12.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	2,097,784,147 (99.898318%)	2,135,250 (0.101682%)
13.	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.	1,801,732,647 (85.976304%)	293,882,729 (14.023696%)
14.	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.	1,809,340,148 (86.328521%)	286,537,478 (13.671479%)

As at the date of the AGM, the number of issued shares of the Company was 2,271,697,955, 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 favour 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, her or its intention in the Company’s circular dated 27 April 2020 (the “**Circular**”) 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 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\$0.45 per share for the year ended 31 December 2019 to Shareholders whose names are listed in the register of members of the Company on Friday, 19 June 2020. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020, both days inclusive, and the final dividend will be distributed on Friday, 10 July 2020.

### **RETIREMENT OF DIRECTORS**

As disclosed in the Circular, Mr. Yu Guangming (“**Mr. Yu**”) and Mr. Si Wei (“**Mr. Si**”) would retire by rotation at the AGM and did not offer themselves for re-election due to their retirement. Accordingly, Mr. Yu and Mr. Si retired as executive directors of the Company with effect from the conclusion of the AGM. Meanwhile, Mr. Yu and Mr. Si retired as chairman and member of the risk committee of the Company respectively.

Mr. Yu and Mr. Si have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in respect of their retirement. Mr. Yu and Mr. Si have also confirmed that they do not have any action or claim, existing or pending, against the Company.

The Board would like to take this opportunity to thank Mr. Yu and Mr. Si for their valuable contributions and services to the Company during their tenure of office.

## APPOINTMENT OF NEW DIRECTORS

The Board is pleased to announce that Mr. Li Guohui (“**Mr. Li**”) and Mr. Tang Xianfeng (“**Mr. Tang**”) have been appointed as executive directors of the Company with effect from the conclusion of the AGM.

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

Mr. Li joined the Group in July 2019 and currently serves as joint chief financial officer of the Group. Mr. Li has served as senior manager in investment, merger and acquisition/financial analysis of International Maritime Carriers Group in Singapore and Hong Kong and accounting director of finance department of China Resources (Group) Co., Ltd.. Mr. Li has served as an executive director, the chief financial officer and the vice president of China Resources Pharmaceutical Group Limited (a company listed on the Stock Exchange, stock code: 03320), a non-executive director of Dong-E E-Jiao Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000423) and China Resources Double Crane Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600062) and a supervisor of Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000999). Mr. Li received a Master’s degree in Financial Management from Nanyang Technological University in Singapore and a Master’s degree in Business Administration from Wuhan University and obtained professional qualifications as a Chartered Financial Analyst qualified by the CFA Institute and a Certified Public Accountant (Singapore) qualified by the Singapore Institute of Chartered Accountants.

Mr. Li has entered into a service contract with the Company for an initial term of three years. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company. The fixed portion of the annual salary of Mr. Li shall be no more than HK\$6,000,000 per annum (less any required deductions). The Company may provide Mr. Li with other benefits which it may determine from time to time. The emolument of Mr. Li is subject to review based on the performance of the Company and of Mr. Li, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

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

Mr. Tang joined the Group in January 2014 and currently serves as vice-president of the Group, primarily responsible for construction and development. Prior to joining the Group, Mr. Tang served as the vice-president of Dalian Huarui Heavy Industry Group Co., Ltd. from January 2012 to December 2013. In addition, Mr. Tang also served as a designer in the research institute, office vice-director, assistant to the head of reducer factory, vice-director of labour and personnel department and head of port machinery factory of Dalian Daqi Group from 1999 to 2003. Mr. Tang joined Dalian DHI.DCW Group Co., Ltd. in June 2003 and served as the executive vice head and head of Second Business Division, assistant to the general manager and vice general manager of the

Group. Mr. Tang obtained a Bachelor's degree in lifting transportation and mechanical engineering from Taiyuan Heavy Machinery Institute in 1991 and obtained a master's degree in mechanical engineering from Wuhan University of Technology in 2006. Mr. Tang obtained the senior professional manager qualification and was qualified as professor and researcher level senior engineer.

Mr. Tang has entered into a service contract with the Company for an initial term of three years. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company. The fixed portion of the annual salary of Mr. Tang shall be no more than RMB4,200,000 per annum (less any required deductions). The Company may provide Mr. Tang with other benefits which it may determine from time to time. The emolument of Mr. Tang is subject to review based on the performance of the Company and of Mr. Tang, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Save as disclosed herein, Mr. Li and Mr. Tang did not hold 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. Li and Mr. Tang do not have any interest in any 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). They do not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable 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. Li and Mr. Tang that need to be brought to the attention of the Shareholders.

The Board would like to welcome Mr. Li and Mr. Tang for joining the Board.

#### **CHANGE OF COMPOSITION OF BOARD COMMITTEE**

The Board further announces that Mr. Li and Mr. Huang Yi have been appointed as chairman and member of the risk committee of the Company respectively with effect from the conclusion of the AGM.

An updated List of Directors and Their Role and Function including the composition of each of the committees of the Board is also made available on the websites of the Stock Exchange and the Company on the date of this announcement.

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

Hong Kong, 10 June 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Du Qingshan, Mr. Zhang Zhicheng, Mr. Li Guohui and Mr. Tang Xianfeng; the non-executive directors of the Company are Mr. David Alexander Newbigging and Mr. Hsu David; 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.*