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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 AT THE ANNUAL GENERAL MEETING  
HELD ON 15 JUNE 2012**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 10:30 a.m. on Friday, 15 June 2012 at Tai Shan Room, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong. The AGM was chaired by Mr. Huang Yi, the chairman of the Company.

A total of 16 Shareholders and duly authorized representatives, holding 1,907,304,694 Shares of the Company representing approximately 99.938349% 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 2012 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 2011.	1,739,904,902 (100.000000%)	0 (0.000000%)
2.	To declare a final dividend of HK\$0.16 per share for the year ended 31 December 2011.	1,739,904,902 (100.000000%)	0 (0.000000%)
3.	To re-elect Mr. Yu Guangming as an executive director of the Company.	1,701,125,829 (97.771196%)	38,779,073 (2.228804%)
4.	To re-elect Mr. Leng Xuesong as a non-executive director of the Company.	1,728,774,199 (99.357390%)	11,181,135 (0.642610%)
5.	To re-elect Mr. Shigeno Tomihei as an independent non-executive director of the Company.	1,695,314,603 (97.437199%)	44,590,299 (2.562801%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
6.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	1,739,904,902 (100.000000%)	0 (0.000000%)
7.	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.	1,738,853,952 (99.939597%)	1,050,950 (0.060403%)
8.	To grant a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,637,484,402 (94.113443%)	102,420,500 (5.886557%)
9.	To grant 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,488,416,866 (85.545875%)	251,488,036 (14.454125%)
10.	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 nominal amount of shares repurchased by the Company.	1,410,336,246 (81.058237%)	329,568,656 (18.941763%)

As at the date of the AGM, the number of issued shares of the Company was 1,908,481,295 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 and no Shareholders were required 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 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.

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

Hong Kong, 15 June 2012

*As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Du Qingshan and Mr. Yu Guangming; the non-executive director of the Company is Mr. Leng Xuesong; and the independent non-executive directors of the Company are Mr. Shigeno Tomihei, Mr. Ng Yuk Keung and Mr. Shen Jinjun.*