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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)

**ANNOUNCEMENT ON INCREASE IN SHAREHOLDING OF THE  
COMPANY BY CONTROLLING SHAREHOLDERS**

The board of directors (the “**Board**”) of Zhongsheng Group Holdings Limited (the “**Company**”) has been informed by the Company’s ultimate controlling shareholders, Mr. Huang Yi (the chairman of the Board, “**Mr. Huang**”) and Mr. Li Guoqiang (the vice chairman of the Board, “**Mr. Li**”), that they have purchased on the market through Blue Natural Development Ltd. (which is wholly owned by Mr. Huang and Mr. Li) a total of 1,050,000 shares of the Company from 21 to 22 August 2012 at an average price of HK\$9.843 per share. As a result of the abovementioned purchases, the total shareholding of Mr. Huang and Mr. Li in the Company has increased from approximately 65.34% to approximately 65.40% as at the date of this announcement.

Mr. Huang and Mr. Li intend to continue to increase their shareholding in the Company if and when appropriate. Based on the public information available to the Company and to the knowledge of the Board, as at the date of this announcement, the Company has maintained sufficient public float of the issued shares of the Company.

By order of the Board  
**Zhongsheng Group Holdings Limited**  
**Kam Mei Ha Wendy**  
*Company Secretary*

Hong Kong, 22 August 2012

*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 and Mr. Si Wei; 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.*