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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 OF THE EXTRAORDINARY GENERAL MEETING
HELD ON TUESDAY, 11 MARCH 2014**

ELECTION OF NON-EXECUTIVE DIRECTOR

The extraordinary general meeting (the “EGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 3:00 p.m. on Tuesday, 11 March 2014 at 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The EGM was chaired by Mr. Huang Yi, the chairman of the Company.

A total of 12 shareholders and duly authorized representatives, holding 2,146,853,657 shares of the Company representing approximately 99.991253% of the total number of issued shares of the Company, were present at the EGM. All the proposed resolutions as set out in the notice of the EGM dated 22 February 2014 were duly passed by way of poll at the EGM and the poll results are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To consider and approve the issuance of Convertible Bonds.	1,646,589,830 (99.953932%)	758,906 (0.046068%)
2.	To elect Mr. Adam Keswick as a non-executive director of the Company.	1,801,372,097 (95.517450%)	84,536,801 (4.482550%)

As at the date of the EGM, the number of issued shares of the Company was 2,147,041,457 shares, which was the total number of shares held by the shareholders who are entitled to attend and vote for or against the resolutions at the EGM (except for ordinary resolution no. 1 in this announcement).

JSH Investment Holdings Limited, as a wholly-owned subsidiary of Jardine Strategic Holdings Limited and holding 238,560,162 shares of the Company as at the date of the EGM, has a material interest in the proposed ordinary resolution no. 1 on issuance of Convertible Bonds and therefore abstained from voting on the above-mentioned proposed ordinary resolution no. 1 at the EGM in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Therefore, there was only a total number of 1,908,481,295 shares held by the shareholders who are entitled to attend and vote for or against the proposed ordinary resolution no. 1 in relation to the issuance of Convertible Bonds at the EGM.

Save as described above, there were no shares of the Company the shareholders of which are entitled to attend and abstain from voting in favor of the resolutions proposed at the EGM and no shareholders were required to abstain from voting at the EGM under the Listing Rules. There were no restrictions on any shareholders casting votes on the resolutions proposed at the EGM. No party has stated his or her intention to vote against the resolutions proposed at the EGM 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 EGM.

ELECTION OF NON-EXECUTIVE DIRECTOR

The board of directors of the Company (the “**Board**”) is pleased to announce that the resolution in relation to the election of Mr. Adam Keswick (“**Mr. Keswick**”) as a non-executive director of the Company was approved by the shareholders at the EGM with effect from 11 March 2014.

The particulars of Mr. Keswick are set out below:

Position & experience

Mr. Keswick, aged 41, is Deputy Managing Director of Jardine Matheson Holdings Limited. Mr. Keswick was appointed to this role in April 2012. He is the chairman and chief executive of Jardine Motors Group Limited and is also the chairman of Jardine Pacific Limited. He has held a number of executive positions since joining the Jardine Matheson Group from N M Rothschild & Sons in 2001, including group strategy director and, thereafter, group managing director of Jardine Cycle & Carriage Limited between 2003 and 2007. Mr. Keswick is also the deputy chairman of Jardine Matheson Limited, and a director of Dairy Farm International Holdings Limited, Hongkong Land Holdings Limited, Jardine Strategic Holdings Limited, Mandarin Oriental International Limited and OHTL Public Company Limited. Mr. Keswick attended Eton College and Edinburgh University, where he received his Master of Arts degree in 1995.

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

Interests in Shares

As far as the directors of the Company (the “**Directors**”) are aware, as at the date of this announcement, Mr. Keswick does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Relationships

Except the information set out above, as far as the Directors are aware, Mr. Keswick does not have any relationships with other Directors, senior management, other substantial shareholders (as defined in the Listing Rules) other than JSH Investment Holdings Limited, or controlling shareholders (as defined in the Listing Rules) of the Company.

Director’s emolument

Mr. Keswick will serve as a non-executive director without any emolument. He will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company. Mr. Keswick will enter into a letter of appointment as a non-executive director with the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Keswick to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Keswick that need to be brought to the attention of the shareholders.

The Board would like to take this opportunity to welcome Mr. Keswick in joining the Board.

NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

Pursuant to Rule 3.10A of the Listing Rules, an issuer must appoint independent non-executive directors which represent at least one-third of its board of directors. Upon the appointment of Mr. Keswick immediately after the EGM as a non-executive director, the Board comprises 10 members with 5 executive directors, 2 non-executive directors and 3 independent non-executive directors. As a result, the number of independent non-executive directors has fallen below one-third threshold as required under Rule 3.10A of the Listing Rules.

In order to comply with Rule 3.10A of the Listing Rules, the Company is in the process of identifying a suitable candidate to be appointed as an additional independent non-executive director as soon as practicable, and will make further announcement as and when appropriate.

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

Hong Kong, 11 March 2014

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.