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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)

Resignation of Non-executive Director and Member of Audit Committee

The Board announces that Mr. Leng Xuesong has resigned as a non-executive director and member of audit committee of the Company with effect from 16 June 2015.

The board of directors (the “**Board**”) of Zhongsheng Group Holdings Limited (the “**Company**”) announces that Mr. Leng Xuesong (“**Mr. Leng**”) has resigned as a non-executive director and member of audit committee of the Company with effect from 16 June 2015 due to personal reasons.

Mr. Leng has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Leng for his valuable contributions to the Company during his tenure of office.

After Mr. Leng’s resignation, the number of members of the Company’s audit committee fails to meet the requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). As such, the Board will make its best endeavours to identify an appropriate person for appointment as member of audit committee within three months from the date of Mr. Leng’s resignation pursuant to Rule 3.23 of the Listing Rules.

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

Hong Kong, 16 June 2015

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, Mr. Si Wei and Mr. Zhang Zhicheng; the non-executive director of the Company is Mr Adam Keswick; and the independent non-executive directors of the Company are Mr. Ng Yuk Keung, Mr. Shen Jinjun and Mr. Lin Yong.