

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)

Change of Non-executive Director

The Board announces that: (i) Mr. Adam Keswick has resigned as a non-executive director of the Company; and (ii) Mr. Pang Yiu Kai has been appointed as a non-executive director of the Company with effect from 22 August 2016.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Zhongsheng Group Holdings Limited (the “**Company**”) announces that Mr. Adam Keswick (“**Mr. Keswick**”) has resigned as a non-executive director of the Company with effect from 22 August 2016 due to his re-location to the United Kingdom to take up new responsibilities in the Jardine Matheson Group.

Mr. Keswick 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. Keswick for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Pang Yiu Kai (“**Mr. Pang**”) has been appointed as a non-executive director of the Company with effect from 22 August 2016.

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

Mr. Pang Yiu Kai (彭耀佳) *GBS, JP*, aged 55, was appointed as a non-executive director of the Company on 22 August 2016. He is the deputy managing director of Jardine Matheson Holdings Limited. He is also deputy chairman of Jardine Matheson Limited, chairman of Jardine Pacific,

chairman and chief executive of Jardine Motors, and a director of Jardine Matheson (China) Limited. Mr. Pang joined the Jardine Matheson Group in Hong Kong in 1984, where he first worked in a variety of positions in the trading, marketing and retail sectors of the group. He was appointed director of Jardine Pacific in 1995 with responsibility for the company's restaurants businesses, and in 1999 he moved to Jardine Motors as chief executive officer of Zung Fu before becoming executive chairman in 2003. Prior to taking up his current role, he was appointed in 2007 as chief executive of a listed-subsiary of Jardine Matheson Group, Hongkong Land Holding Limited, a property investment, management and development group.

Mr. Pang is a director of Dairy Farm International Holdings Limited (stock code: DFI), Hongkong Land Holdings Limited (stock code: HKLD), Jardine Matheson Holdings Limited (stock code: JAR), Jardine Strategic Holdings Limited (stock code: JDS) and Mandarin Oriental International Limited (stock code: MDO), each of which has a standard listing on the London Stock Exchange as primary listing, with secondary listings in Bermuda and Singapore. Mr. Pang is also a director of Yonghui Superstores Co., Ltd. (stock code: 601933), a company listed on the Shanghai Stock Exchange. Save as disclosed herein, Mr. Pang 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.

In addition to his business pursuits, Mr. Pang plays an active role in the business community and in public service in Hong Kong. In 2016 and 2008, he was awarded the Gold Bauhinia Star and the Silver Bauhinia Star, respectively, by the HKSAR Government. He was appointed a Justice of the Peace in 2001. He was chosen as one of Ten Outstanding Young Persons of Hong Kong in 1999. He is vice patron of the Community Chest of Hong Kong. He is also a member of the general committee of the Hong Kong General Chamber of Commerce and the chairman of the Employers' Federation of Hong Kong. He is also the chairmen of the council of the Education University of Hong Kong and HKSAR Government Standing Committee on Directorate Salaries and Conditions of Service and a member of HKSAR Government Trade and Industry Advisory Board. He is a member of Hospital Authority and chairman of the Hospital Governing Committee of Queen Mary Hospital and Tsan Yuk Hospital. He is also a member of the executive committee and council of the Hong Kong Management Association.

Mr. Pang was born in Hong Kong and graduated from the University of Nottingham with a Bachelor of Science Degree in Civil Engineering and a Master of Business Administration Degree from the University of Edinburgh in the United Kingdom. He completed the Program for Global Leadership at Harvard Business School in 1998. In July 2016, he was conferred an Honorary Doctorate degree by the University of Edinburgh.

Mr. Pang has entered into a letter of appointment with the Company for an initial term of 3 years. He serves as a non-executive director without any emolument. He is subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company.

Mr. Pang does not have any interest in the 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). He does not have any relationship 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.

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. Pang that need to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Pang for joining as a member of the Board.

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

Hong Kong, 22 August 2016

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. Pang Yiu Kai; and the independent non-executive directors of the Company are Mr. Ng Yuk Keung, Mr. Shen Jinjun, Mr. Lin Yong and Mr. Shoichi Ota.