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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 PURSUANT TO RULE 13.51B(2) OF THE LISTING RULES

This announcement is made by Zhongsheng Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) according to Rule 13.51B(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company refers to the press release of the Independent Commission Against Corruption (Hong Kong) (“**ICAC**”) that on 8 September 2016, Mr. Ng Yuk Keung (“**Mr. Ng**”), an independent non-executive director and chairman of the audit committee of the Company, has been charged with one count of offering an advantage to an agent, contrary to Section 9(2)(a) of the Prevention of Bribery Ordinance by ICAC (Chapter 201 of the Laws of Hong Kong) (the “**Charge**”). On 9 September 2016, Mr. Ng has appeared in the Kowloon City Magistracy and has pleaded not guilty to the Charge. The case will continue in the Kowloon City Magistracy on 4 November 2016.

The Board confirms that the Charge against Mr. Ng is completely unrelated to the business of the Group. The Board considers that the Charge would have no material adverse impact on the operation of the Group. The Board is informed by Mr. Ng that the Charge has arisen from a consumer dispute in which Mr. Ng was involved in his personal capacity as a consumer. Based on the information provided by Mr. Ng and Mr. Ng’s work performance as an independent non-executive director of the Company since 27 October 2009, we believe in the integrity and professional ethics he showed in work for the past time.

Mr. Ng confirms that, save as disclosed in this announcement, there is no other matter that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited under Rule 13.51B(2) of the Listing Rules. The Company will make further announcement(s) as and when appropriate pursuant to the applicable requirements under the Listing Rules.

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

Hong Kong, 12 September 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.