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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 26 April 2018, Zhongsheng Group Holdings Limited (the “**Company**”) offered to grant share options (the “**Share Options**”) to two eligible directors of the Company (the “**Directors**”) under the share option scheme adopted by the Company on 9 February 2010, subject to acceptance by such Directors, which will entitle such Directors to subscribe for an aggregate of 11,000,000 new ordinary shares of HK\$0.0001 each in the capital of the Company (the “**Shares**”, each a “**Share**”), representing approximately 0.49% of the issued share capital of the Company as at the date of this announcement.

Details of the grant of Share Options are as follows:

Date of grant	:	26 April 2018 (the “ Date of Grant ”)
Subscription price of Share Options granted	:	HK\$22.60 per Share, which represents the higher of (i) the closing price of the Shares on the Date of Grant; (ii) the average closing price of the Shares of HK\$21.56 for 5 business days immediately preceding the Date of Grant; and (iii) the nominal value of the Shares.
Closing price of the Shares on the date of grant	:	HK\$22.60 per Share

Validity period of the Share Options : 26 April 2018 to 25 April 2028 (both dates inclusive)

Vesting date of the Share Options : The Share Options will be fully vested on the first anniversary date from the Date of Grant

Number of Share Options granted:

	Number of Shares in respect of which Share Options are offered
Executive Directors	
Du Qingshan	5,500,000
Zhang Zhicheng	<u>5,500,000</u>
Total	<u><u>11,000,000</u></u>

In accordance with Rule 17.04 (1) of the Listing Rules, the above grant of Share Options has been approved by the independent non-executive directors of the Company.

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

Hong Kong, 26 April 2018

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 directors of the Company are Mr. Pang Yiu Kai and Mr. Cheah Kim Teck; and the independent non-executive directors of the Company are Mr. Shen Jinjun, Mr. Lin Yong, Mr. Shoichi Ota and Mr. Ying Wei.