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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcements of the Company dated 4 May 2018 in relation to the proposed repurchase of the Existing Convertible Bonds and the proposed issue of the 2023 Convertible Bonds (the “**Announcement**”). Unless the context otherwise requires, capitalised words and expressions used herein shall have the same meanings as defined in the **Announcement**.

The Company wishes to make the following clarifications in relation to the Announcement:

1. On page 2 of the Announcement, it was stated in the first line of the last paragraph that “on 4 May 2018, the Company and the Manager have entered into the Bond Subscription Agreement”. The Company would like to clarify that on 3 May 2018, the Company and the Manager have entered into the Bond Subscription Agreement
2. On page 6 of the Announcement in the section headed “Proposed Issue of HK\$3,925 Million Zero Coupon Convertible Bonds Due 2023”, the “Date” of the signing of the Bond Subscription Agreement is 4 May 2018. The Company would like to clarify that the date should read as 3 May 2018.
3. On page 16 of the Announcement, it was stated in the first paragraph that “the Outstanding Existing Convertible Bonds will be convertible into approximately 115,843,439 Shares (the “**Existing Conversion Shares**”), representing approximately 5.11% of the issued share capital of the Company as at the date of this announcement and approximately 4.86% of the issued share capital of the Company as enlarged by the issue of the Existing Conversion Shares.”

The Company would like to clarify that the Outstanding Existing Convertible Bonds will be convertible into approximately 28,960,859 Shares (the “**Existing Conversion Shares**”), representing approximately 1.28% of the issued share capital of the Company as at the date of this announcement and approximately 1.26% of the issued share capital of the Company as enlarged by the issue of the Existing Conversion Shares.

4. On page 16 of the Announcement, it was stated in the second paragraph that “the 2023 Convertible Bonds will be convertible into approximately [•] Shares, representing approximately 5.97% of the issued share capital of the Company as at the date of this announcement and approximately 5.57% of the issued share capital of the Company as enlarged by the issue of the New Shares.” and “the 2023 Convertible Bonds will not be convertible into more than [•] Shares”.

The Company would like to clarify that the 2023 Convertible Bonds will be convertible into approximately 135,315,431 Shares, representing approximately 5.97% of the issued share capital of the Company as at the date of this announcement and approximately 5.63% of the issued share capital of the Company as enlarged by the issue of the New Shares and the 2023 Convertible Bonds will not be convertible into more than 135,315,431 Shares.

5. On page 17 of the Announcement, “Outstanding 2018 Convertible Bonds” in the second sentence of the first paragraph should be read as “Outstanding Existing Convertible Bonds”.

6. On page 17 of the Announcement, the third column in the table headed “Assuming the 2023 Convertible Bonds and the Option Bonds are fully converted into Shares at an Initial Conversion Price of HK\$22.75 per Share (subject to adjustments)” should be read as “Assuming the 2023 Convertible Bonds and the Option Bonds are fully converted into Shares at an Initial Conversion Price of HK\$29.0063 per Share (subject to adjustments)”.
7. On page 17 of the Announcement, the second column in the table headed “Assuming the 25% of the Existing Convertible Bonds remaining outstanding are fully converted into Shares at an initial conversion price of HK\$20.2860 per Share (subject to adjustments)” should be replaced with the following:

**Assuming the 25% of the Existing Convertible
Bonds remaining outstanding are fully
converted into Shares at an initial conversion
price of HK\$20.2860 per Share (subject to
adjustments)**

<i>No. of shares</i>	<i>% of issued ordinary share capital of the Company (approximate)</i>
152,678,504	6.65
182,026,000	7.93
486,657,686	21.20
486,657,686	21.20
1,308,019,876	56.97
453,412,844	19.75
<u>621,474,939</u>	<u>23.28</u>
<u><u>2,382,907,659</u></u>	<u><u>100.00</u></u>

8. On page 20 of the Announcement in the section headed “Definition”, the “Bond Subscription Agreement” is defined as “the subscription agreement dated 4 May 2018 entered into among the Company and the Manager in respect of the issue of the 2023 Convertible Bonds”. The Company would like to clarify that the “Bond Subscription Agreement” should be defined as “the subscription agreement dated 3 May 2018 entered into among the Company and the Manager in respect of the issue of the 2023 Convertible Bonds”.

The above clarification does not affect other information contained in the Announcement, and save as disclosed in this announcement, the remaining contents of the Announcement remain unchanged.

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

Hong Kong, 4 May 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.