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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)

**POLL RESULTS AT THE ANNUAL GENERAL MEETING
HELD ON 11 JUNE 2018
DISTRIBUTION DATE OF FINAL DIVIDEND
RETIREMENT OF DIRECTOR**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 11:00 a.m. on Monday, 11 June 2018 at Club Meeting Room 1, 30/F., Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong. The AGM was chaired by Mr. Lin Yong, the independent non-executive director of the Company.

A total of 11 shareholders of the Company (the “Shareholder(s)”) and duly authorized representatives, holding 2,078,325,900 shares of the Company representing approximately 91.658825% of the total number of issued shares of the Company, were present at the AGM. All the proposed resolutions as set out in the notice of the AGM dated 23 April 2018 were duly passed by way of poll at the AGM and the poll results are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2017.	2,077,909,895 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.36 per share for the year ended 31 December 2017.	2,078,325,900 (100%)	0 (0%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
3.	To re-elect Mr. Huang Yi as an executive director of the Company.	2,058,002,016 (99.022103%)	20,323,884 (0.977897%)
4.	To re-elect Mr. Si Wei as an executive director of the Company.	1,931,003,241 (92.945933%)	146,552,159 (7.054067%)
5.	To re-elect Mr. Cheah Kim Teck as a non-executive director of the Company.	1,932,649,762 (92.990698%)	145,676,138 (7.009302%)
6.	To re-elect Mr. Shen Jinjun as an independent non-executive director of the Company.	2,029,006,366 (97.663165%)	48,549,034 (2.336835%)
7.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	2,078,042,398 (100%)	2 (0.000000%)
8.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	2,075,413,141 (99.859851%)	2,912,759 (0.140149%)
9.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	2,078,172,400 (99.999952%)	1,000 (0.000048%)
10.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing of this resolution.	1,844,399,985 (88.751015%)	233,773,415 (11.248985%)
11.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.	1,866,815,934 (89.823061%)	211,509,966 (10.176939%)

As at the date of the AGM, the number of issued shares of the Company was 2,267,458,580, which was the total number of shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favor of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholder were required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any Shareholders casting votes on the resolutions proposed at the AGM. No party has stated his or her intention in the Company’s circular dated 23 April 2018 (the “**Circular**”) to vote against the resolutions proposed at the AGM or to abstain from voting.

The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the AGM.

DISTRIBUTION DATE OF FINAL DIVIDEND

As approved by the Shareholders at the AGM, the board of directors (the “**Board**”) of the Company is pleased to announce that the Company will distribute a final dividend of HK\$0.36 per share for the year ended 31 December 2017 to Shareholders whose names are listed in the register of members of the Company on Tuesday, 19 June 2018. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Friday, 15 June 2018 to Tuesday, 19 June 2018, both days inclusive, and the final dividend will be distributed on Friday, 6 July 2018.

RETIREMENT OF DIRECTOR

As disclosed in the Circular, Mr. Shoichi Ota (“**Mr. Ota**”) would retire by rotation at the AGM and did not offer himself for re-election as he would like to spend more time on pursuing alternative business opportunities. Accordingly, Mr. Ota retired as an independent non-executive director with effect from the conclusion of the AGM.

Mr. Ota has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders in respect of his retirement. Mr. Ota has also confirmed that he does not have any action or claim, existing or pending, against the Company.

The Board would like to take this opportunity to thank Mr. Ota for his valuable contributions and service to the Company during his tenure of office.

Pursuant to Rule 3.10A of the Listing Rules, an issuer must appoint independent non-executive directors representing at least one-third of the board. After Mr. Ota's retirement, the number of independent non-executive director of the Company fails to meet the requirements under the Listing Rules. As such, the Board will make its best endeavours to identify an appropriate person for appointment as an independent non-executive director of the Company within three months from the date of Mr. Ota's retirement pursuant to Rule 3.11 of the Listing Rules.

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

Hong Kong, 11 June 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 and Mr. Ying Wei.