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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)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Zhongsheng Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the third amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Memorandum and Articles of Association in order to (i) bring the Memorandum and Articles of Association up to date and in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) incorporate certain housekeeping amendments (the “**Proposed Amendments**”). The Board also proposes to adopt the fourth amended and restated Memorandum and Articles of Association incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing third amended and restated Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the fourth amended and restated Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held on 21 June 2024 (the “**AGM**”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 27 March 2024

As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Zhang Zhicheng, Mr. Tang Xianfeng, Ms. Yu Ning and Ms. Zhou Xin; the non-executive directors of the Company are Mr. Chan Ho Yin and Mr. Sun Yanjun; and the independent non-executive directors of the Company are Mr. Shen Jinjun, Mr. Ying Wei, Mr. Chin Siu Wa Alfred and Mr. Li Yanwei.