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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board announces that (i) Mr. Shen Jinjun has resigned as an independent non-executive director of the Company, member of the audit committee and the remuneration committee and chairman of the nomination committee of the Company; and (ii) Ms. Cheng Po Chuen has been appointed as an independent non-executive director of the Company, member of the audit committee and the remuneration committee and chairman of the nomination committee of the Company, in both cases with effect from 8 April 2025.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Zhongsheng Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Shen Jinjun (“**Mr. Shen**”) has resigned as an independent non-executive director of the Company, member of the audit committee and the remuneration committee and chairman of the nomination committee of the Company with effect from 8 April 2025, as he intended to devote more time to his other commitments.

Mr. Shen has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Shen for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Cheng Po Chuen (“**Ms. Cheng**”) has been appointed as an independent non-executive director of the Company, member of the audit committee and the remuneration committee and chairman of the nomination committee of the Company with effect from 8 April 2025.

The biographical information of Ms. Cheng is set out below:

Ms. Cheng Po Chuen (鄭寶川), aged 53, served as a consultant in the business consulting division of Arthur Andersen & Co from September 1994 to May 1997. She worked in the investment banking arms of DBS Asia Capital Limited, The Hongkong and Shanghai Banking Corporation Limited and Macquarie Group from May 1997 to August 2010, with her last position as a division director in Macquarie Capital Securities Limited. Ms. Cheng joined the global wealth management division of UBS AG as head of corporate advisory group in Hong Kong in September 2010, and subsequently had served there until January 2020 with her last position as a managing director. Ms. Cheng served as the chief financial officer since January 2020 and an executive director since April 2020 in Crazy Sports Group Limited (formerly known as V1 Group Limited) (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with stock code 82) until November 2023. Ms. Cheng has served as the director of development of The Hong Kong Philharmonic Society Limited since August 2024. Ms. Cheng has served as an independent non-executive director of China Resources Beverage (Holdings) Company Limited (a company listed on the Stock Exchange with stock code 2460) since October 2024.

Ms. Cheng is a member of American Institute of Certified Public Accountants. She holds a bachelor degree in business administration from The University of Hong Kong.

Ms. Cheng has entered into a letter of appointment with the Company and shall hold office until the annual general meeting of the Company for the year 2025, where she will be subject to retirement and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the articles of association of the Company. Ms. Cheng’s appointment can be extended for a term of three years after re-election at the annual general meeting of the Company. Ms. Cheng is entitled to receive a director’s fee of HK\$350,000 per annum which is subject to review based on the performance of the Company and Ms. Cheng, determined by the Board or its delegated committee with reference to her duties and responsibilities as well as the prevailing market conditions.

Save as disclosed herein, Ms. Cheng (i) does not hold any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) does not have any interest in the securities of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); and (iv) does not hold any other position with the Group.

Ms. Cheng further confirmed with the Company (i) her independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Ms. Cheng's independence at the time of her appointment.

Save as disclosed above, there is no other information that is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Cheng that need to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Ms. Cheng for joining as a member of the Board.

An updated List of Directors and Their Role and Function including the composition of each of the committees of the Board is made available on the websites of the Stock Exchange and the Company.

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

Hong Kong, 8 April 2025

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. Ying Wei, Mr. Chin Siu Wa Alfred, Mr. Li Yanwei and Ms. Cheng Po Chuen.