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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 21 JUNE 2010**

At the annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) held at 10 a.m. on Monday, 21 June 2010 at Chatham Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:-

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2009.	1,714,676,070 (100%)	0 (0%)
2.	(i) To re-elect Mr. Huang Yi as an executive director of the Company.	1,730,350,570 (99.768331%)	4,018,000 (0.231669%)
	(ii) To re-elect Mr. Li Guoqiang as an executive director of the Company.	1,729,604,870 (99.725335%)	4,763,700 (0.274665%)
	(iii) To re-elect Mr. Du Qingshan as an executive director of the Company.	1,730,858,570 (99.797621%)	3,510,000 (0.202379%)
	(iv) To re-elect Mr. Yu Guangming as an executive director of the Company.	1,730,858,570 (99.797621%)	3,510,000 (0.202379%)
	(v) To re-elect Mr. Leng Xuesong as a non-executive director of the Company.	1,730,723,070 (99.789808%)	3,645,500 (0.210192%)
	(vi) To re-elect Mr. Shigeno Tomihei as an independent non-executive director of the Company.	1,732,368,570 (99.884684%)	2,000,000 (0.115316%)
	(vii) To re-elect Mr. Ng Yuk Keung as an independent non-executive director of the Company.	1,734,368,570 (100%)	0 (0%)
	(viii) To re-elect Mr. Shen Jinjun as an independent non-executive director of the Company.	1,732,368,570 (99.884684%)	2,000,000 (0.115316%)
	(ix) To authorize the board of directors of the Company to fix the respective directors’ remuneration.	1,734,368,570 (100%)	0 (0%)

3.	To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	1,734,372,570 (100%)	0 (0%)
4.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,733,864,570 (99.970710%)	508,000 (0.029290%)
5.	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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,603,756,995 (92.469001%)	130,615,575 (7.530999%)
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the share capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	1,603,251,495 (92.439855%)	131,121,075 (7.560145%)

As at the date of the AGM, the number of issued shares of the Company was 1,908,481,295 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no restrictions on any shareholder to cast votes on any of the proposed resolutions at the AGM.

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

By order of the Board of
Zhongsheng Group Holdings Limited

Huang Yi
Chairman

Hong Kong, 21 June 2010

As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi (Chairman), Mr. Li Guoqiang, Mr. Du Qingshan and Mr. Yu Guangming; the non-executive director of the Company is Mr. Leng Xuesong; and the independent non-executive directors of the Company are Mr. Shigeno Tomihei, Mr. Ng Yuk Keung, and Mr. Shen Jinjun.