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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 19 JUNE 2023,  
DISTRIBUTION DATE OF FINAL DIVIDEND  
AND  
ADOPTION OF THE THIRD AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 11:00 a.m. on Monday, 19 June 2023 at Room 1803–09, 18/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The AGM was chaired by Mr. Chin Siu Wa Alfred, an independent non-executive director of the Company. The Company has ten directors and all of them attended the AGM.

All the proposed resolutions are set out in the notice of the AGM dated 28 April 2023 and the poll results are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2022.	2,190,262,021 (99.982037%)	393,500 (0.017963%)
2.	To declare a final dividend of HK\$1.09 per share for the year ended 31 December 2022.	2,190,655,521 (100%)	0 (0%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
3.	To re-elect Mr. Li Guoqiang as an executive director of the Company.	2,073,778,437 (94.677806%)	116,574,844 (5.322194%)
4.	To re-elect Mr. Tang Xianfeng as an executive director of the Company.	2,143,882,629 (97.878395%)	46,470,652 (2.121605%)
5.	To re-elect Mr. Sun Yanjun as a non-executive director of the Company.	2,130,103,776 (97.249325%)	60,249,505 (2.750675%)
6.	To re-elect Mr. Shen Jinjun as an independent non-executive director of the Company.	1,892,373,161 (86.395796%)	297,980,120 (13.604204%)
7.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	2,177,954,679 (99.430212%)	12,480,842 (0.569788%)
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.	2,166,274,496 (98.887044%)	24,381,025 (1.112956%)
9.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing of this resolution.	2,187,532,416 (99.857435%)	3,123,105 (0.142565%)
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 issued shares of the Company as at the date of passing of this resolution.	1,711,636,771 (78.144324%)	478,716,510 (21.855676%)
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.	1,726,990,718 (78.845323%)	463,362,063 (21.154677%)

Special Resolution		Number of votes (%)	
		For	Against
12.	To approve proposed amendments to the existing second amended and restated memorandum and articles of association of the Company and proposed adoption of the third amended and restated memorandum and articles of association of the Company.	2,062,853,629 (94.175523%)	127,581,389 (5.824477%)

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to no. 11, resolutions no. 1 to no. 11 were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of resolution no. 12, resolution no. 12 was duly passed as a special resolution of the Company.

As at the date of the AGM, the number of issued shares of the Company was 2,401,823,363, while the total number of shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 2,393,450,863. There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favour 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 28 April 2023 (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 of the Company (the “**Board**”) is pleased to announce that the Company will distribute a final dividend of HK\$1.09 per share for the year ended 31 December 2022 to Shareholders whose names are listed in the register of members of the Company on Thursday, 29 June 2023. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Thursday, 29 June 2023, both days inclusive, and the final dividend will be distributed on Friday, 14 July 2022.

## **ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board announces that, pursuant to the resolution no. 12 above, the third amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) have been adopted in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association with effect from the conclusion of the AGM. Please refer to the Circular for details of the Memorandum and Articles of Association. The full text of the Memorandum and Articles of Association is made available on websites of The Stock Exchange of Hong Kong Limited and the Company.

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

Hong Kong, 19 June 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Zhang Zhicheng and Mr. Tang Xianfeng; 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.*