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## **ZHI SHENG GROUP HOLDINGS LIMITED**

### **智昇集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8370)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Zhi Sheng Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held by way of electronic means (via ZOOM MEETING ONLY) on Tuesday, 12 April 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as resolution of the Company:

### **ORDINARY RESOLUTION**

#### **“THAT**

- (a) the conditional master agreement (the “**Agreement**”) dated 25 January 2022 and entered into between the Company and 東莞市耀邦集團有限公司 (Dongguan Yaobang Group Co., Ltd.<sup>#</sup>) (the “**Borrower**”) as borrower in relation to, among others, the procurement of pledge of a parcel of land and buildings located at 中國四川省成都市溫江區天府鎮新華大道808號 (unofficially translated as “No. 808 Xinhua Avenue, Tianfu Town, Wenjiang District, Chengdu City, Sichuan Province, the PRC”) (the “**Properties**”) by the Group to assist the Borrower (or its subsidiary) to obtain the financing from state-owned financial institution(s) in the PRC (the “**Bank(s)**”) (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director (each a “**Director**”) of the board (the “**Board**”) of directors of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Agreement and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**Zhi Sheng Group Holdings Limited**  
**Ma Gary Ming Fai**  
*Executive Director*

Hong Kong, 25 March 2022

*Registered office:*  
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The People’s Republic of China

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Room 747, 7/F, Star House  
3 Salisbury Road  
Tsim Sha Tsui  
Kowloon, Hong Kong

*Notes:*

1. In view of the current COVID-19 situation in Hong Kong, a member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM or the company secretary of the Company as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM or the company secretary of the Company as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending the above meeting or any adjournment thereof via ZOOM MEETING should he so wish.

*As at the date of this announcement, the Board comprises Mr. Yi Cong, Mr. Liang Xing Jun, Mr. Ma Gary Ming Fai and Mr. Lai Ningning as executive Directors; Mr. Luo Guoqiang as non-executive Director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Kwok Sui Hung as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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