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)

PROFIT WARNING

This announcement is made by Zhi Sheng Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and the Inside-Information Provisions (as defined in the GEM Listing Rules).

The board of directors of the Company (the "**Board**") hereby notifies the shareholders of the Company and potential investors that, based on a preliminary assessment of the unaudited management accounts of the Group for the financial year ended 30 June 2026, the Group expects the loss attributable to owners of the Company to widen by approximately 40% to 45% as compared with the previous financial year.

For the year ended 30 June 2025, the Group recorded a loss attributable to owners of the Company of approximately RMB13,508,000.

Based on the preliminary assessment by the Board, the widening of loss for the reporting period is mainly attributable to additional impairment loss on assets recognised in respect of goodwill arising from prior year acquisitions, as well as an increase in finance costs generated from the issue of convertible bonds during the current period. The majority of such items are non-cash accounting adjustments and will not have a direct impact on the cash flow of the Group. After excluding the combined effect of these non-cash items, the loss of the Group's core operating businesses remained relatively stable compared with that of the preceding year.

The information contained in this announcement is based on a preliminary assessment derived from the Group's unaudited management accounts and has not been audited or reviewed by the Company's auditor. The final extent of change in loss may be further adjusted as a result of audit procedures. The full financial results of the Group for the financial year ended 30 June 2026 will be included in the annual report expected to be published on 24 September 2026.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Zhi Sheng Group Holdings Limited
Lai Ningning
Chief Executive Officer and Executive Director

Hong Kong, 28 August 2026

As at the date of this announcement, the Board comprises Mr. Lai Ningning, Mr. Yi Cong,Mr. Liang Xing Jun and Mr. Ma Gary Ming Fai as executive Directors; Mr. Luo Guoqiang as non-executive Director; and Mr. Chan Wing Kit, Ms. Chan Pui Shan and Mr. Lin Xiaodong 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; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at www.qtbgjj.com.