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**三盛控股**

Sansheng Holdings (Group) Co. Ltd.

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**三盛控股（集團）有限公司**

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

**(Stock Code: 2183)**

## **INSIDE INFORMATION**

### **(I) RESUMPTION GUIDANCE; AND**

### **(II) APPOINTMENT OF INDEPENDENT PROFESSIONAL ADVISERS**

This announcement is made by Sansheng Holdings (Group) Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company dated 16 May 2022 in relation to the suspension of the trading in the shares of the Company (the “**Shares**”) on the Stock Exchange; and (ii) the announcement of the Company dated 16 May 2022 in relation to, among others, the resignation of KPMG (the “**Change of Auditor Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Change of Auditor Announcement.

### **RESUMPTION GUIDANCE**

On 27 July 2022, the Company received a letter from the Stock Exchange, in which, inter alia, the Stock Exchange sets out the following resumption guidance (“**Resumption Guidance**”) for the Company:

- i. publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- ii. conduct an independent investigation into the Audit Issue (as defined below), announce the findings and take appropriate remedial actions;

- iii. demonstrate the Company's compliance with Rule 13.24 of the Listing Rules;
- iv. re-comply with Rules 3.10 and 3.21 of the Listing Rules; and
- v. inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position.

The Company must meet all requirements in the Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange has further indicated that it may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 15 November 2023. If the Company fails to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in the Shares by 15 November 2023, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

The Company is taking appropriate steps to resolve the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction, and will seek to resume trading in the Shares as soon as possible.

Further announcement(s) will be made by the Company to update its shareholders and potential investors on the progress in complying with the Resumption Guidance, as and when appropriate, in accordance with the Listing Rules. The Company is also required to announce the first quarterly update on or before 15 August 2022 and quarterly updates every three months from that date until resumption or cancellation of listing (whichever is earlier).

## **THE PLEDGED DEPOSIT AND GUARANTEE**

As disclosed in the Change of Auditor Announcement, KPMG resigned as the Company's auditors as it had identified an inconsistency in two returned bank confirmations and revealed that a structured deposit of RMB1 billion was pledged as a guarantee for an entity the relationship of which with the Group is not clear to KPMG. The Letter set out that KPMG was not provided with a satisfactory explanation on the nature of the transaction and the reason for the inconsistency in the two returned confirmations (the "**Audit Issue**").

## **APPOINTMENT OF INDEPENDENT PROFESSIONAL ADVISORS**

With the aim to address the Audit Issue and to meet the requirements in the Resumption Guidance, on 29 July 2022, the Audit Committee resolved to appoint FTI Consulting (Hong Kong) Limited, an independent investigator (the “**Independent Investigator**”) to conduct an independent investigation (the “**Independent Investigation**”) in relation to the transactions involved in the Audit Issue (collectively, the “**Transactions**”). The Independent Investigator will produce a report of findings on the Independent Investigation to the Audit Committee. The Audit Committee has also engaged legal advisors to provide legal advice to the Audit Committee in connection with the Independent Investigation.

The scope of work of the Independent Investigation includes, among others, (i) interviewing the management and selected staff personnel as well as other selected parties involved in the Transactions; (ii) obtaining and reviewing the relevant accounting records, agreements, internal control policy and procedures and other supporting documents and records in relation to the Transactions; and (iii) conducting investigative due diligence research and public records retrieval on selected parties involved in the Transaction.

The Company will make further announcement(s) in relation to the investigation progress as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 10:57 a.m. on 16 May 2022, and will remain suspended pending fulfilment of the Resumption Guidance and any supplement or modification thereto.

By order of the Board  
**Sansheng Holdings (Group) Co. Ltd.**  
*Chairman*  
**Lin Rongbin**

Hong Kong, 29 July 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Lin Rongbin and Ms. Cheng Xuan; two non-executive Directors, namely Mr. Zhang Jingui and Mr. Zhou Tao, David; and two independent non-executive Directors, namely Mr. Pan Dexiang and Mr. Zhu Hongchao.*