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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)**

**ADJUSTMENT TO THE CONVERSION PRICE  
OF THE HK\$4,560,000,000 ZERO COUPON  
CONVERTIBLE BONDS DUE 2025**

**(Stock code: 40224)**

References are made to (i) the announcements of Zhongsheng Group Holdings Limited (the “**Company**”) dated 13 May 2020, 14 May 2020, 21 May 2020 and 22 May 2020 (collectively, the “**Announcements**”), in relation to, among other things, the issue of the 2025 Convertible Bonds by the Company and the 2025 Convertible Bonds were issued on

21 May 2020, (ii) the announcement of the Company dated 23 March 2023 in relation to the final dividend for the year ended 31 December 2022, (iii) the annual results announcement of the Company dated 23 March 2023 in relation to the financial results of the Company for the year ended 31 December 2022 (the “**2022 Annual Results Announcement**”) and (iv) the poll results announcement of the Company dated 19 June 2023 in relation to the poll results of the annual general meeting of the Company held on 19 June 2023 (the “**AGM**”) (the “**Poll Results Announcement**”). Capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements unless the context requires otherwise.

As disclosed in the 2022 Annual Results Announcement, the Board recommended a final dividend of HK\$1.09 per Share (the “**2022 Final Dividend**”). As announced in the Poll Results Announcement, the 2022 Final Dividend had been approved by the Shareholders at the AGM.

Pursuant to Condition 6(c)(iii)(B) (*Conversion — Distributions*) of the terms and conditions of the 2025 Convertible Bonds, if and whenever the Company pay or make any distribution in cash only to the Shareholders, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such distribution by the following fraction:

$$\frac{(A - B)}{A}$$

where:

- A. is the current market price of one Share on the date on which the distribution is publicly announced; and
- B. is the amount of cash so distributed attributable to one Share.

For the avoidance of doubt, when the distribution is by means of distribution of cash dividend as referred to in the definition of “**distribution**”, only such portion of cash dividend or distribution which exceeds the threshold as referred to therein shall be regarded as a distribution (the “**Excess Portion**”) and only the Excess Portion should be taken into account in determining the amount of cash or Fair Market Value (as the case may be) attributable to one Share under Condition 6(c)(iii).

In light of the payment of the 2022 Final Dividend, the Conversion Price shall be adjusted from HK\$45.61 to HK\$45.02 per Share (the “**Adjusted Conversion Price**”), and that such adjustment will become effective as at 29 June 2023.

As at the date of this announcement, the total outstanding principal amount of the 2025 Convertible Bonds is HK\$3,124,000,000. Based on the Adjusted Conversion Price, the maximum number of Shares to be issued by the Company upon full conversion of the outstanding 2025 Convertible Bonds will increase from 68,493,751 Shares to 69,391,381 Shares. Save for the adjustment to the Conversion Price, there is no change to the terms and conditions of the 2025 Convertible Bonds.

The additional 897,630 Shares (the “**Additional Shares**”) will be allotted and issued pursuant to the General Mandate granted to the Directors by the Shareholders on 10 June 2019 to allot and issue up to 454,339,591 Shares. As at the date of this announcement, the Company has not exercised the power to allot and issue any Shares pursuant to the General Mandate. As such, the limit of the General Mandate is sufficient to cover the issue of the Additional Shares. Application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Additional Shares on the Hong Kong Stock Exchange.

By Order of the Board  
**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.*