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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 21 JUNE 2024,
DISTRIBUTION DATE OF FINAL DIVIDEND
AND
ADOPTION OF THE FOURTH 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 Friday, 21 June 2024 at Room 1803–09, 18/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The AGM was chaired by Mr. Huang Yi, the chairman of the board of directors (the “Board”) and an executive director of the Company. The Company has twelve directors and all of them attended the AGM.

All the proposed resolutions as set out in the notice of the AGM dated 30 April 2024 were duly passed by way of poll at the AGM 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 its subsidiaries and the reports of the directors and of the auditors for the year ended 31 December 2023.	2,170,485,755 (99.561349%)	9,562,804 (0.438651%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
2.	To declare a final dividend of HK\$0.797 per share for the year ended 31 December 2023.	2,180,048,559 (100%)	0 (0%)
3.	To re-elect Mr. Huang Yi as an executive director of the Company.	1,950,209,325 (89.457151%)	229,839,234 (10.542849%)
4.	To re-elect Mr. Zhang Zhicheng as an executive director of the Company.	2,110,311,965 (96.801145%)	69,736,594 (3.198855%)
5.	To re-elect Ms. Yu Ning as an executive director of the Company.	2,129,093,740 (97.662675%)	50,954,819 (2.337325%)
6.	To re-elect Ms. Zhou Xin as an executive director of the Company.	2,128,997,346 (97.658253%)	51,051,213 (2.341747%)
7.	To re-elect Mr. Chan Ho Yin as a non-executive director of the Company.	2,109,887,080 (96.781655%)	70,161,479 (3.218345%)
8.	To re-elect Mr. Chin Siu Wa Alfred as an independent non-executive director of the Company.	2,132,668,310 (97.826642%)	47,380,249 (2.173358%)
9.	To authorise the board of directors of the Company to fix the respective directors' remuneration.	2,179,044,442 (99.953941%)	1,004,117 (0.046059%)
10.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	2,174,184,289 (99.731003%)	5,864,270 (0.268997%)
11.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	2,179,700,054 (99.984014%)	348,505 (0.015986%)
12.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares and to sell and transfer any treasury 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.	1,714,205,142 (78.631512%)	465,843,417 (21.368488%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
13.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares and to sell and transfer any treasury shares of the Company by the aggregate number of the shares bought back by the Company.	1,729,111,430 (79.315271%)	450,937,129 (20.684729%)
Special Resolution		For	Against
14.	To approve proposed amendments to the existing third amended and restated memorandum and articles of association of the Company and proposed adoption of the fourth amended and restated memorandum and articles of association of the Company.	2,180,048,559 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to no. 13, resolutions no. 1 to no. 13 were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the resolution no. 14, resolution no. 14 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 2,385,668,363, while the total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against the resolutions at the AGM was 2,385,668,363. 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 was 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 30 April 2024 (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 is pleased to announce that the Company will distribute a final dividend of HK\$0.797 per share for the year ended 31 December 2023 to Shareholders whose names are listed in the register of members of the Company on Wednesday, 3 July 2024. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Friday, 28 June 2024 to Wednesday, 3 July 2024, both days inclusive, and the final dividend will be distributed on Friday, 12 July 2024.

ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board announces that, pursuant to the resolution no. 14 above, the fourth 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 third amended and restated memorandum and articles of association with effect from the conclusion of the AGM. Please refer to the Circular for the full particulars of the proposed amendments to 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, 21 June 2024

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