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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 20 JUNE 2025,
DISTRIBUTION DATE OF FINAL DIVIDEND**

The annual general meeting (the “AGM”) of Zhongsheng Group Holdings Limited (the “Company”) was held at 11:00 a.m. on Friday, 20 June 2025 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 are set out in the notice of the AGM dated 30 April 2025 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 2024.	1,890,154,122 (99.977197%)	431,112 (0.022803%)
2.	To declare a final dividend of HK\$0.678 per share for the year ended 31 December 2024.	1,890,398,959 (99.990147%)	186,275 (0.009853%)
3.	To re-elect Mr. Li Guoqiang as an executive director of the Company.	1,851,946,467 (97.956254%)	38,638,767 (2.043746%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
4.	To re-elect Mr. Tang Xianfeng as an executive director of the Company.	1,852,436,572 (97.982177%)	38,148,662 (2.017823%)
5.	To re-elect Mr. Ying Wei as an independent non-executive director of the Company.	1,873,878,755 (99.116333%)	16,706,479 (0.883667%)
6.	To re-elect Mr. Li Yanwei as an independent non-executive director of the Company.	1,890,584,734 (99.999974%)	500 (0.000026%)
7.	To re-elect Ms. Cheng Po Chuen as an independent non-executive director of the Company.	1,874,712,853 (99.160451%)	15,872,381 (0.839549%)
8.	To authorise the board of directors of the Company to fix the respective directors' remuneration.	1,890,311,957 (99.985545%)	273,277 (0.014455%)
9.	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.	1,875,764,058 (99.216054%)	14,821,176 (0.783946%)
10.	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 (excluding treasury shares) of the Company as at the date of passing of this resolution.	1,890,262,235 (99.982915%)	322,999 (0.017085%)
11.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares (including any sale or transfer of treasury shares) of the Company not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution.	1,709,624,690 (90.428332%)	180,960,544 (9.571668%)
12.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares (including any sale or transfer of treasury shares) in the capital of the Company by the aggregate number of the shares bought back by the Company.	1,714,417,878 (90.681861%)	176,167,356 (9.318139%)

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to no. 12, resolutions no. 1 to no. 12 were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the number of issued shares of the Company was 2,385,668,363 shares (including 18,674,500 treasury shares held or deposited with CCASS). For the avoidance of doubt, holders of treasury shares shall abstain from voting at the AGM and accordingly, no voting rights of treasury shares were exercised at the AGM. 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 2,366,993,863 shares.

Save as disclosed above, there were (i) 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**”); (ii) no Shareholder was required under the Listing Rules to abstain from voting at the AGM; and (iii) 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 2025 (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\$0.678 per share for the year ended 31 December 2024 (“**Final Dividend**”) to Shareholders whose names are listed in the register of members of the Company (excluding holders of treasury shares, if any) on Wednesday, 2 July 2025, being the record date. For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Friday, 27 June 2025 to Wednesday, 2 July 2025, both days inclusive, and the Final Dividend will be distributed on Friday, 11 July 2025.

By Order of the Board
Zhongsheng Group Holdings Limited
Huang Yi
Chairman

Hong Kong, 20 June 2025

As at the date of this announcement, the executive directors are Mr. Huang Yi, Mr. Li Guoqiang, Mr. Zhang Zhicheng, Mr. Tang Xianfeng, Ms. Yu Ning and Ms. Zhou Xin; the non-executive directors are Mr. Chan Ho Yin and Mr. Sun Yanjun; and the independent non-executive directors are Mr. Ying Wei, Mr. Chin Siu Wa Alfred, Mr. Li Yanwei and Ms. Cheng Po Chuen.