

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)

Shareholders Communication Policy

1. Purpose

- 1.1 This Policy aims to set out the provisions with the objective of ensuring that the shareholders of Zhi Sheng Group Holdings Limited (the “Company”), both individual and institutional (collectively, the “Shareholders”), and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to transparent, accurate, balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.
- 1.2 For the purpose of this Policy, references to the investment community is intended to include the Company’s potential investors as well as analysts reporting and analyzing the Company’s performance.

2. General Policy

- 2.1 The board (the “Board”) of directors (the “Directors”) shall maintain an on-going dialogue with Shareholders and the investment community, and will regularly review this Policy to ensure its effectiveness.
- 2.2 Information shall be communicated to Shareholders and the investment community mainly through the Company’s financial reports (quarterly, interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and its corporate communications and other corporate publications on the Company website and the Stock Exchange website.

- 2.3 Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Any question regarding this Policy shall be directed to the Company Secretary.

3. Communication Strategies

Shareholders' enquiries

- 3.1 Shareholders should direct their questions about their shareholdings to the Company's branch registrar.
- 3.2 Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.
- 3.3 Shareholders and the investment community shall be provided with designated contacts, email addresses and enquiry lines of the Company in order to enable them to make any query in respect of the Company.

Corporate Communication *

- 3.4 Corporate communication will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding.

Corporate Website

- 3.5 A dedicated "Investor Relations" section is available on the Company website (www.qtbjj.com). Information on the Company website is updated on a regular basis.
- 3.6 Information released by the Company to the Stock Exchange is also posted on the Company website immediately thereafter. Such information includes financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents etc.

- 3.7 All presentation materials provided in conjunction with the Company's annual general meeting and results announcement each year will be made available on the Company website as soon as practicable after their release.
- 3.8 All press releases and newsletters etc. issued by the Company or its subsidiaries will be made available on the Company website.

Shareholders' Meetings

- 3.9 Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.
- 3.10 Appropriate arrangements for the annual general meetings shall be in place to encourage Shareholders' participation.
- 3.11 The process of the Company's general meeting will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that Shareholders' needs are best served.
- 3.12 Board members, in particular, either the chairmen of Board committees or their delegates, appropriate management executives and external auditors will attend annual general meetings to answer Shareholders' questions.
- 3.13 Shareholders are encouraged to attend shareholders' activities organised by the Company, where information about the Company, including its latest strategic plan, products and services etc. will be communicated.

Investment Market Communications

- 3.14 Investor/analysts briefings and one-on-one meetings, roadshows (both domestic and international), media interviews, marketing activities for investors and specialist industry forums etc. will be available on a regular basis in order to facilitate communication between the Company, Shareholders and the investment community.
- 3.15 The Directors and employees of the Company who have contacts or dialogues with investors, analysts, media or other interested outside parties

are required to comply with the disclosure obligations and requirements under the applicable laws and regulation, including the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

4. Shareholder Privacy

- 4.1 The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by the Stock Exchange, the Securities and Futures Commission or applicable laws and regulations to do so.

19 January 2017

* Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, the quarterly report, a notice of meeting, a circular and a proxy form.