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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)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that, based on the initial assessment of the Group's unaudited management accounts, the profit attributable to the owners of the Company for the three months ended 31 March 2018 is expected to increase significantly by around 6 times as compared to RMB0.6 million for the corresponding period in 2017.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Zhi Sheng Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the initial assessment of the Group's unaudited management accounts, the profit attributable to the owners of the Company for the three months ended 31 March 2018 is expected to increase significantly by around 6 times as compared to RMB0.6 million for the corresponding period in 2017. The Board considers that such increase is mainly due to the enhanced gross margin and the decrease in listing expenses for the three months ended 31 March 2018 as compared to the corresponding period in 2017.

The information contained in this announcement is only based on the initial assessment by the senior management of the Company with reference to the information currently available including the unaudited management accounts of the Group, which have not been confirmed or reviewed by the Company's auditors and have not been reviewed by the audit committee of the Company. As at the date of this announcement, the Group's work on the first quarterly results for the three months ended 31 March 2018 is still in progress, and is subject to necessary adjustments. The unaudited first quarterly results of the Group for the

three months ended 31 March 2018 will be published in May 2018. Shareholders and potential investors are advised to pay attention to such first quarterly results of the Group when published.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Zhi Sheng Group Holdings Limited
Yi Cong
Executive Director

Hong Kong, 23 April 2018

As at the date of this announcement, the Board comprises Mr. Yi Cong and Mr. Liang Xing Jun as executive directors; Mr. Ma Gary Ming Fai as non-executive director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Kwok Sui Hung as independent non-executive directors.

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk, on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.qtbjj.com.