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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)**

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHAIRMAN AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

This announcement is made by Zhi Sheng Group Holdings Limited (the “**Company**”) in accordance with Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that with effect on 28 September 2018, Mr. Ma Gary Ming Fai (“**Mr. Ma**”) has resigned as a non-executive Director and chairman of the Board in order to focus his efforts on his other business pursuits. Mr. Ma has confirmed that he has no disagreement with the Board and that there are no matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its utmost gratitude to Mr. Ma for his invaluable contribution to the Company during his tenure at the Company.

Following the resignation of Mr. Ma, the Board is pleased to announce that with effect from 28 September 2018, Mr. Luo Guoqiang (“**Mr. Luo**”) has been appointed as a non-executive Director.

The biographical details of Mr. Luo are set out below:

Mr. Luo, aged 47, worked at Industrial and Commercial Bank of China, Dongguan Qiao Tou branch from July 1991 to August 2003, with his final position being an executive in the credit department. Since August 2003, Mr. Luo has worked as a finance manager at a furniture company located in Dongguan, China, mainly responsible for its finance operations.

Mr. Luo has entered into a letter of appointment with the Company. The principal particulars of the appointment letter are (a) for a term of three years commencing from 28 September 2018, which may be terminated by not less than three months’ notice served by either party on the other; and (b) subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the amended and restated memorandum and articles of association of the Company. In accordance with the amended and restated memorandum and articles of association of the Company, Mr. Luo will hold office until the

next general meeting of the Company. Under his letter of appointment, Mr. Luo is entitled to a remuneration of HK\$120,000 per annum, which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, as at the date of this announcement, Mr. Luo does not hold any other position with the Company or its subsidiaries (together, the “**Group**”) and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, Mr. Luo has confirmed that he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and he has no interests in the shares in the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no further information relating to Mr. Luo that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Luo that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Luo in joining the Company.

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

Hong Kong, 28 September 2018

*As at the date of this announcement, the Board comprises Mr. Yi Cong and Mr. Liang Xing Jun as executive Directors, Mr. Luo Guoqiang 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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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](http://www.hkexnews.hk), on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.qtbqjj.com](http://www.qtbqjj.com).*