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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Zhi Sheng Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to (i) make certain amendments (the “**Proposed Amendments**”) to the amended and restated memorandum of association and articles of association of the Company (the “**Memorandum and Articles of Association**”) in order to bring them in line with the latest legal and regulatory requirements, including the applicable laws of the Cayman Islands and those relating to the amendments to the Listing Rules which took effect on 1 January 2022; and (ii) to adopt the second amended and restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments.

The Board considers that the Proposed Amendments are in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole. The Proposed Amendments and the adoption of the second amended and restated Memorandum and Articles of Association are subject to the consideration and approval by the Shareholders by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “**AGM**”).

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the second amended and restated Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 27 September 2022

As at the date of this announcement, the Board comprises Mr. Yi Cong, Mr. Liang Xing Jun, Mr. Ma Gary Ming Fai and Mr. Lai Ningning as executive directors; Mr. Luo Guoqiang as non-executive director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Li Saint Chi Sainti 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, 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.qtbj.com.