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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Zhi Sheng Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Unit 1603B, 16/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 7 February 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

Unless otherwise specified, capitalised terms defined in the circular dated 22 January 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the Circular, with effect from the second full Business Day immediately following the date on which this resolution is passed, being a day on which the shares of the Company are traded on the Stock Exchange:
 - (a) every ten (10) issued and unissued shares of par value of HK\$0.01 each (“**Existing Share(s)**”) in the share capital of the Company be consolidated into one (1) share of par value of HK\$0.1 each (the “**Consolidated Share(s)**”), and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company (the “**Share Consolidation**”);
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
 - (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute and deliver all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as he/she may consider necessary, desirable or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

2. “**THAT** conditional upon the passing the resolution numbered 1 set out above:
- (a) the authorised share capital of the Company be and is hereby increased from HK\$15,000,000 divided into 150,000,000 Consolidated Shares of par value of HK\$0.1 each to HK\$30,000,000 divided into 300,000,000 Consolidated Shares of par value of HK\$0.1 each by the creation of an additional 150,000,000 new Consolidated Shares (the “**Increase in Authorised Share Capital**”); and
 - (b) any one Director be and is hereby authorised to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, necessary, desirable or expedient to give effect to the Increase in Authorised Share Capital.”
3. “**THAT**:
- (a) the two conditional subscription agreements dated 3 January 2024 (the “**Subscription Agreements**”) entered into between the Company as issuer and each of Subscriber A and Subscriber B as a subscriber in relation to the issue of convertible bonds (the “**Convertible Bonds**”) in an aggregate principal amount of HK\$12,400,000 (copies of which marked “A” have been produced to the Meeting and initialled by the chairman of the Meeting for identification purpose) at the initial conversion price of HK\$0.683 per conversion share (subject to adjustments) and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bonds and the allotment and issue of the conversion shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Bonds) be and are hereby approved, confirmed and ratified;
 - (b) conditional upon the GEM Listing Committee granting the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the Directors to exercise the powers of the Company for the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds be and is hereby approved; and

- (c) any one Director be and is hereby authorised to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Subscription Agreements and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds.”

By order of the Board
Zhi Sheng Group Holdings Limited
Ma Gary Ming Fai
Executive Director

Hong Kong, 22 January 2024

Registered office:
Windward 3, Regatta Office Park
P.O. Box 1350
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Cayman Islands

Principal place of business in the PRC:
3/F, 222 Tianren Road
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Chengdu City
Sichuan Province
The People’s Republic of China

Principal place of business in Hong Kong:
Room 747, 7/F, Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

1. For the purpose of determining shareholders’ eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 2 February 2024 to Wednesday, 7 February 2024, both days inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of the Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 February 2024.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy does not have to be a shareholder of the Company.
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the Meeting (or any adjournment thereof).

4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote at the Meeting, either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the Meeting is attached herewith.
7. Any voting at the Meeting shall be taken by poll.
8. The form of proxy shall be signed by a shareholder of the Company or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney authorised.
9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.qtbgj.com and on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, 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 notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company’s website at www.qtbgj.com.