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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (the “**Announcement**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 23 December 2024 in relation to the appointment of Chief Executive Officer. Unless otherwise specified, capitalized terms used herein shall have the same meaning as those defined in the Announcement.

CLARIFICATION

The Company noted that there are inadvertent errors in respect of the shareholding interest in the Company held by Mr. Lai. Therefore, the Company would like to clarify that the fourth paragraph of the contents shall be amended as follows (with revision underlined):

“Save as disclosed above, Mr. Lai confirmed that, as at the date of this announcement, (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas; (iii) he has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”); and (v) there are no other matters that need to be brought to the attention of the shareholders of the Company. As of the date of this announcement, Mr. Lai is interested in (i) 33,000,000 shares of the Company (the “**Shares**”) through his wholly-owned company and (ii) 10,000,000 shares options of the Company. Save as disclosed, he is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.”

All the other information and contents set out in the Announcement remain unchanged.

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

Hong Kong, 24 December 2024

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. Chan Pui Shan and Mr. Lin Xiaodong 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, there are no other matters the omission of which would make any statement herein or this announcement misleading.

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