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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 ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

PROPOSED ISSUE OF BONDS

On 27 March 2025 (after trading hours), the Company entered into the Subscription Agreement with the Subscribers, pursuant to which the Company has conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe for, the Bonds in an aggregate principal amount of HK\$120 million.

Based on the initial Conversion Price of HK\$4 per Conversion Share (subject to adjustment), a maximum of 30,000,000 Conversion Shares will be allotted and issued upon exercise of the Conversion Rights in full, representing (i) approximately 19.49% of the total number of Shares in issue as at the date of this announcement; and (ii) approximately 16.31% of the total number of Shares in issue as enlarged by the allotment and issue of the Conversion Shares upon full conversion of the Bonds (assuming that there will be no change in the issued share capital of the Company from the date of this announcement and up to conversion of the Bonds in full at the initial Conversion Price).

The Conversion Shares will be allotted and issued under the Specific Mandate to be approved by the Shareholders at the EGM.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Subscription Agreement and the transactions contemplated thereunder (including the proposed issue of the Bonds and the grant of the Specific Mandate). In compliance with the GEM Listing Rules, the relevant resolutions will be voted on by way of poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Subscription Agreement and the transactions contemplated thereunder. No Shareholder would be required to abstain from voting on the relevant resolutions at the EGM.

A circular containing, among other things, details of the Subscription Agreement and the transactions contemplated thereunder, together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before Wednesday, 30 April 2025.

Shareholders and potential investors of the Company should note that the Subscription Agreement and the transactions contemplated thereunder are subject to the satisfaction of certain conditions precedent and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

SUBSCRIPTION OF BONDS

On 27 March 2025 (after trading hours), the Company entered into the Subscription Agreement with the Subscribers, pursuant to which the Company has conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe for, the Bonds in an aggregate principal amount of HK\$120 million.

The principal terms of the Subscription Agreement are set out below.

Subscription Agreement

Date: 27 March 2025 (after trading hours)

Parties: (i) the Company;
(ii) the First Subscriber; and
(iii) the Second Subscriber

Subject matter

The Company has conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe for, the Bonds in an aggregate principal amount of HK\$120 million.

Conditions precedent

The Completion shall be subject to the fulfilment or satisfaction of the following conditions on or before the Long Stop Date:

- (a) all necessary consents, licences and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect;
- (b) all necessary consents, licences and approvals required to be obtained on the part of the Subscribers in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect;

- (c) the warranties set out in the Subscription Agreement given by the Company remaining true, accurate and complete in all respects;
- (d) the relevant resolution(s) having been passed by the Shareholders at its general meeting approving the proposed issue of the Bonds and the Specific Mandate;
- (e) the GEM Listing Committee granting or agreeing to grant the listing of, and permission to deal in, all of the Conversion Shares under the Bonds, and such permission not having been subsequently revoked or withdrawn;
- (f) the Company or its wholly owned subsidiary having identified a suitable Land and secured an option, exercisable at its sole discretion, to acquire the majority interests in such Land (either directly or indirectly through holding companies); and
- (g) the Company or its wholly owned subsidiary having received from top tier internet companies successful tender award notice(s) in relation to the provision of data centre service for processing capacity of not less than 30mw in aggregate for not less than 5 years.

Any Subscriber may at any time waive by notice in writing to the Company the condition (c) above. Save for condition (c) above, none of the conditions are capable of being waived. In the event any of the condition above are not fulfilled (or as the case may be, waived) by the Long Stop Date, all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and determine and none of the parties shall have any claim against the others save for any antecedent breach and/or any rights or obligations which may have accrued under the Subscription Agreement prior to such termination.

Completion

Subject to fulfillment or waiver (as the case may be) of the conditions set out in the paragraph headed “Conditions precedent” above, Completion shall take place on the Completion Date. The Subscribers shall pay the Company the respective amount of subscription money, the aggregate amount of which equals to the principal amount of the Bonds, at Completion by cashier order, or such other method as agreed by the Company and the Subscribers.

Terms and conditions

The principal terms and conditions of the Bonds are set out as follows:

Issuer	: The Company
Subscriber	: The Subscribers
Principal amount	: HK\$120 million in aggregate (initially as to HK\$90 million to the First Subscriber and HK\$30 million to the Second Subscriber) (subject to re-allocation) (in aggregate, the “ Subscription Amount ”)

The Subscribers may, by delivering a joint written notice to the Company (the “**Re-allocation Notice**”) at least 10 Business Days prior to Completion, reallocate the Subscription Amount between themselves. In such case, the reallocated amounts shall be paid by each Subscriber accordingly, provided that: (a) the aggregate amount paid by the Subscribers shall at all times equal the Subscription Amount; and (b) a Re-allocation Notice once delivered to the Company, shall be irrevocable and binding on the Subscribers, who shall be obligated to pay the reallocated amount specified therein. For the avoidance of doubt, if no Re-allocation Notice is received by the Company at least 10 Business Days prior to Completion, the Subscribers shall pay the Subscription Amount in the above manner.

- Maturity date : 29 August 2025
- Interest rate : The Bonds shall not bear any interest.
- Conversion period: : Subject to the terms and conditions of conversion, the period commencing from the date of issue of the Bonds up to and including the date which is 3 days prior to the maturity date of the Bonds, i.e. 26 August 2025. The Conversion Shares shall be subject to a 12-month lock-up from the date of allotment and issue of the Conversion Shares.
- Conversion restrictions : Any conversion of the Bonds shall be made in amounts of not less than a whole multiple of HK\$1,000,000 on each conversion of the Bonds unless the principal amount of the outstanding Bonds is less than HK\$1,000,000 in which case the whole (but not part only) of such outstanding principal amount of the Bonds shall be converted.

Provided that (i) any conversion of the Bonds does not result in the Bondholders and/or the parties acting in concert with any of them and/or their respective associates being interested in 30% or more of the issued share capital of the Company as enlarged by the allotment and issued of the Conversion Shares (or such lower percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer obligation under Rule 26 of the Takeovers Code on the part of the Bondholder which exercised the Conversion Rights, or result in the change in control or de facto control of the Company under the GEM Listing Rules), whether or not such mandatory offer obligation is triggered off by the fact that the number of Conversion Shares to be allotted and issued upon the exercise of the Conversion Rights attaching to the Bonds (if applicable, including any Shares acquired by the parties acting in concert with any of the Bondholders) or otherwise pursuant to other provisions of the Takeovers Code; and (ii) any conversion of the Bonds does not result in the public float of the Shares being less than 25% (or any given percentage as required by the GEM Listing Rules) of the issued Shares, the Bondholder shall, subject to compliance with the procedures set out in the terms and conditions of the Bonds, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Bonds registered in their name into Shares.

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|---------------------------------------|---|--|
| Conversion Price | : | The initial Conversion Price shall be HK\$4 per Conversion Share, subject to adjustments hereunder described. |
| Adjustment to the
Conversion Price | : | <p>The Conversion Price of the Bonds shall from time to time be subject to adjustment upon occurrence of the following events:</p> <p>(a) an alteration to the nominal value of the Shares by reason of any consolidation or sub-division;</p> |

- (b) an issue (other than in lieu of cash dividend) by the Company of any Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (c) a capital distribution (in cash or specie) to the Shareholder (whether on a reduction of capital or otherwise) or grant to Shareholders rights to acquire for cash assets of the Company or any of its subsidiaries;
- (d) an offer of new Shares to the Shareholders for subscription by way of rights, or shall grant to the Shareholders any options or warrants to subscribe for new Shares, at a price which is less than 70% of the market price (as defined in the instrument constituting the Bonds) on the date of the announcement of the terms of the offer or grant;
- (e) (aa) an issue of securities wholly for cash which by their terms are convertible into or exchangeable for or carry rights of subscription for new Shares, and the total effective consideration (as defined in the instrument constituting the Bonds) per Share initially receivable for such securities is less than 70% of the market price on the date of the announcement of the terms of issue of such securities; (bb) modification of the rights of conversion or exchange or subscription attached to any such securities as mentioned in section (aa) of this paragraph (e) so that the total effective consideration per Share initially receivable for such securities shall be less than 70% of the market price on the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;
- (f) an issue of any Shares wholly for cash at a price per Share which is less than 70% of the market price on the date of the announcement of the terms of such issue; and
- (g) an issue of any Shares for the acquisition of asset at a total effective consideration per Share which is less than 70% of the market price at the date of the announcement of the terms of such issue.

- Redemption : No outstanding amount of Bonds shall be redeemed at the request of the Company nor the Bondholders before the maturity date of the Bonds. The Company shall be entitled, on the maturity date of the Bonds, to redeem the then outstanding Bonds, at 100% of the principal of the Bonds or any part thereof.
- Transferability : The Bondholders may only assign or transfer the Bonds to the transferee subject to the prior notification to the Company. The Bonds may not be assigned or transferred, in whole or in part, to any connected person of the Company (as defined under the GEM Listing Rules).
- Voting rights : The Bondholders shall not be entitled to attend or vote at any meetings of the Company by reason only of it being a Bondholder.
- Listing : No application will be made for the listing of the Bonds on the Stock Exchange or any other stock exchange. The Company will apply to the Stock Exchange for the listing of and permission to deal in the Conversion Shares to be allotted and issued upon exercise of the Conversion Rights.
- Ranking : The Conversion Shares will, when allotted and issued, rank pari passu in all respects among themselves and with all other fully paid Shares in issue including the right to all dividends, distributions and other payments made or to be made after the relevant conversion date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the relevant conversion date.
- Security : The obligations of the Company under the Bonds are unsecured.

Conversion Shares

Based on the initial Conversion Price of HK\$4 per Conversion Share (subject to adjustment), a maximum of 30,000,000 Conversion Shares will be allotted and issued upon exercise of the Conversion Rights in full, representing (i) approximately 19.49% of the total number of Shares in issue as at the date of this announcement; and (ii) approximately 16.31% of the total number of Shares in issue as enlarged by the allotment and issue of the Conversion Shares upon full conversion of the Bonds (assuming that there will be no change in the issued share capital of the Company from the date of this announcement and up to conversion of the Bonds in full at the initial Conversion Price).

The maximum aggregate nominal value of the Conversion Shares (with a par value of HK\$0.1 each) will be HK\$3,000,000.

Specific Mandate to issue the Conversion Shares

The Conversion Shares will be allotted and issued under the Specific Mandate to be approved by the Shareholders at the EGM.

Application for listing

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Conversion Shares. No application will be made for the listing of the Bonds on the Stock Exchange or any other stock exchange.

Conversion Price

The initial Conversion Price of HK\$4 per Conversion Share:

- (i) is equal to the closing price of HK\$4.00 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;
- (ii) represents a premium of approximately 0.50% over the average closing price of approximately HK\$3.98 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement;
- (iii) represents a premium of approximately 0.76% over the average closing price of approximately HK\$3.97 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of the Subscription Agreement; and
- (iv) represents a premium of approximately 1,567% over the unaudited net asset value per Share as at 31 December 2024 of approximately RMB0.22 (equivalent to approximately HK\$0.24).

The initial Conversion Price of HK\$4 was arrived at after arm's length negotiations between the Company and the Subscribers with reference to, among others, the prevailing market price of the Shares and the Group's business prospect. The Board considers the Conversion Price is fair and reasonable taking into account that (i) it is equal to the closing price of the Shares on the date of the Subscription Agreement, (ii) it represents a slight premium over the five-day and ten-day average closing prices of the Shares, and (iii) the aforesaid slight premium falls within the premium/discount range of conversion price over/to closing price represented by the issue of convertible bonds by other listed issuers (excluding those involving a debt restructuring or resumption of listing) in Hong Kong in the past 12 months which ranged from a premium of approximately 371% to a discount of approximately 91%, with median of approximately 9% premium.

INFORMATION OF THE PARTIES TO THE SUBSCRIPTION AGREEMENT

The Company is an investment holding company. The Group is principally engaged in the manufacture and sale of furniture products and sells its products to the domestic PRC market, and the data centre business.

The First Subscriber, Mr. Chatchaval Jiaravanon, is a key member of the family (“**CP Group Family**”) controlling The Charoen Pokphand Group Company (“**CP Group**”). He is currently chairman and founder of Charoen Energy and Water Asia and Lightnet Group, and owner of Fortune Media. CP Group Family is one of Asia’s wealthiest families and CP Group is one of the Asia’s largest diversified holding company.

The Second Subscriber, CMAG Fund SPC, is an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands with an investment focus in the real estate, sustainable energy and private credit sector. CMAG Fund SPC is managed by Wonder Capital Group Limited (a licensed corporation for carrying on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO in Hong Kong) as its investment manager.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Subscribers and its respective ultimate beneficial owner and associates is an Independent Third Party.

REASONS FOR THE PROPOSED ISSUE OF THE BONDS

Development plan

The Group currently has one leased data centre which is located in Shanghai. As set out in the annual report of the Company for the year ended 30 June 2024 and the interim report of the Company (the “**2025 IR**”) for the six months ended 31 December 2024 (the “**1H 2025**”), it has been the Group’s business strategy to pursue its customer expansion by enhancing brand promotion and elevate its scale of data centre business to the next level as quickly as possible. It has also been a long term goal of the Group to build and manage its own multi-tenants hyperscale artificial intelligence data centre and develop an intelligent computing centre. In March 2025, the Company acquired the land use right of a land located in Hohhot City in Inner Mongolia, the PRC for building its own data centre, details of which are set out in the announcements of the Company dated 14 February 2025, 24 February 2025 and 11 March 2025, respectively.

According to market information released in February 2025, the Thailand data centre market is one of the developing and emerging markets for data centre development in Southeast Asia. The Thailand data centre market was valued at US\$1.56 billion in 2024, and is projected to reach US\$3.19 billion by 2030, rising at a compound annual growth rate of 12.66%. There are over 30 operational colocation data centres in Thailand. Key government initiatives, such as Thailand 4.0 and the Eastern Economic Corridor, have been instrumental in creating a favorable investment environment. Tax incentives, enhanced infrastructure, and simplified regulations have played a significant role in establishing Thailand as a competitive player in the industry. The Board of Investment (the “BOI”) of Thailand has approved numerous data centre and cloud service projects mainly located in Bangkok, Samut Prakan, Chonburi, and Rayong. In 2024, the BOI approved 46 data centre and cloud related projects, with total investment amount of around US\$5 billion. As at 17 March 2025, the approved investment amount of data centres and cloud related projects was approximately US\$2.7 billion.

In order to capitalise on opportunities in the data centre market in Thailand, the Group has initiated efforts to identify land parcel(s) in Thailand suitable for building data centre and development and operation of data centre service business. The Group aims to provide the data centre services to top tier internet companies in Thailand with multiple-year contracts. Based on the Group’s preliminary assessment, the targeted land parcel(s) would ideally be located in Rayong District or other suitable districts in Thailand with an expected gross area of approximately or not less than 140,000 square meters. Further announcement on the aforesaid development will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

Funding needs and internal resources of the Group

Substantial capital involvement is expected for the acquisition of a land parcel in Thailand and building of data centre on such land. As stated in the 2025 IR, the Group recorded loss of approximately RMB2.9 million and net cash used in operating activities of approximately RMB4.3 million for 1H 2025. It had cash of approximately RMB28.3 million as at 31 December 2024, a major portion of which denominated in RMB and conversion of those RMB into foreign currencies is subject to the PRC’s Foreign Exchange Control Regulations. In view of the above, having considered that the Bonds are interest-free and unsecured which minimise the financial burden to the Group, the proposed issue of the Bonds would alleviate the short-term liquidity pressure of the Group and ensure the Group maintains sufficient financial soundness for carrying out its business development plans, including but not limited to the potential acquisition of the Land and the development of the data centre service business.

Other funding raising alternatives

Apart from the proposed issue of the Bonds, the Board has also considered other fund-raising methods including bank borrowing, rights issue and open offer. Taking into account the business plan and funding needs of the Group, in particular, the potential acquisition of land parcel(s) for building data centre in Thailand as mentioned above, the Board considers that it will be in the interest of the Group in the long term to introduce into the Company investors or potential shareholders who/which are renounced entrepreneurs and/or large enterprises with solid telecom industry background, sound financial background and/or business network. Hence, the Company believes that the Subscription is the most feasible available option for the Company and is in the best interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The estimated net proceeds from the proposed issue of the Bonds after deduction of related expenses (including professional fees) are approximately HK\$119.4 million. The Company intends to utilise up to approximately HK\$60 million for the potential acquisition of Land, approximately HK\$10 million as general working capital of the Group and the balance of up to approximately HK\$49.4 million for the development of data centres.

The net price per Conversion Share, which is calculated by dividing the aggregate net proceeds by the maximum number of the Conversion Shares based on the initial Conversion Price, is approximately HK\$3.98.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, and for illustrative purpose only, the following table illustrates the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately upon full conversion of the Bonds, assuming there being no other change in the issued share capital and shareholding structure of the Company from the date of this announcement and up to the date of full conversion of the Bonds:

	As at the date of this announcement		Immediately upon full conversion of the Bonds	
	Shares	%	Shares	%
Lightning Cloud Ltd. (<i>Note 1</i>)	33,000,000	21.44	33,000,000	17.95
Sun Universal Limited (<i>Note 2</i>)	26,330,040	17.11	26,330,040	14.32
Brilliant Talent Global Limited (<i>Note 3</i>)	8,040,000	5.22	8,040,000	4.37
First Subscriber	–	–	22,500,000	12.24
Second Subscriber	–	–	7,500,000	4.07
Other public Shareholders	86,518,489	56.23	86,518,489	47.05
	<u>153,888,529</u>	<u>100.00</u>	<u>183,888,529</u>	<u>100.00</u>
Total	<u>153,888,529</u>	<u>100.00</u>	<u>183,888,529</u>	<u>100.00</u>

Notes:

1. The entire issued share capital of Lightning Cloud Ltd. is owned by Mr. Lai Ningning, an executive Director. Mr. Lai Ningning is deemed to be interested in the Shares held by Lightning Cloud Limited for the purpose of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
2. The entire issued share capital of Sun Universal Limited is owned by Mr. Ma Gary Ming Fai, an executive Director. Mr. Ma Gary Ming Fai is deemed to be interested in the Shares held by Sun Universal Limited for the purpose of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
3. The entire issued share capital of Brilliant Talent Global Limited is owned by Ms. Zhang Gui Hong who is the spouse of Mr. Yi Cong, an executive Director.
4. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities in the past 12 months immediately preceding the date of this announcement:

Date of announcement	Equity fund raising exercise	Net proceeds	Intended use of proceeds	Actual use of proceeds
21 October 2024	Subscription of new shares under specific mandate	HK\$12.9 million	As general working capital of the Group	Fully utilised as intended

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Subscription Agreement and the transactions contemplated thereunder (including the proposed issue of the Bonds and the grant of the Specific Mandate). In compliance with the GEM Listing Rules, the relevant resolutions will be voted on by way of poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Subscription Agreement and the transactions contemplated thereunder. No Shareholder would be required to abstain from voting on the relevant resolutions at the EGM.

A circular containing, among other things, details of the Subscription and the transactions contemplated thereunder, together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before Wednesday, 30 April 2025.

Shareholders and potential investors of the Company should note that the Subscription Agreement and the transactions contemplated thereunder are subject to the satisfaction of certain conditions precedent and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions shall have the meaning set out below unless the context requires otherwise:

“associate”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors

“Bonds”	the zero coupon convertible bonds in the aggregate principal amount of HK\$120 million (initially as to HK\$90 million to the First Subscriber and HK\$30 million to the Second Subscriber, subject to re-allocation) due on 29 August 2025 to be issued by the Company to the Subscribers and convertible into Shares at the initial conversion price of HK\$4 per Share (subject to adjustments) pursuant to the terms and conditions of the Subscription Agreement
“Bondholder(s)”	the holder in whose name the Bonds is registered in the register of bondholders to be maintained by the Company, and the first registered holder being the Subscribers, and “holder” in relation to the Bonds has the corresponding meaning
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Zhi Sheng Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8370)
“Completion”	completion of the subscription for and issue of the Bonds in accordance with the terms and conditions of the Subscription Agreement
“Completion Date”	the date of Completion, being the fifteenth Business Day after the fulfilment or waiver (as the case may be) of the conditions precedent set out in the Subscription Agreement or such other date as the Company and the Subscribers may agree in writing
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Conversion Price”	the initial conversion price of HK\$4 per Conversion Share for the Bonds, subject to adjustments

“Conversion Rights”	rights of the Bondholder(s) to convert the principal amount outstanding under the Bonds registered in its name into Shares subject to the terms and conditions of the Bonds
“Conversion Shares”	the new Shares which may be issued upon exercise by the Bondholder(s) of the conversion rights attached to the Bonds
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, if thought fit, approve, among other things, the Subscription Agreement and the transactions contemplated thereunder (including the proposed issue of the Bonds and the grant of the Specific Mandate)
“First Subscriber”	Mr. Chatchaval Jiaravanon
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the individual(s) or company(ies) which is/are not connected with any Directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates and is/are independent of the Company
“Land”	any parcel(s) of land located in Rayong District or other districts in Thailand suitable for the development and operation of the data centre service business of the Group, with an expected gross area of approximately or not less than 140,000 square meters
“Long Stop Date”	31 July 2025 or such later date as the Company and the Subscribers may agree in writing

“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Second Subscriber”	CMAG Fund SPC
“SFO”	The Securities and Futures Ordinance of Hong Kong
“Share(s)”	the ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to be obtained by the Directors from the Shareholders at the EGM for the allotment and issue of the Conversion Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	the First Subscriber and the Second Subscriber
“Subscription”	the subscription of the Bonds pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the agreement dated 27 March 2025 entered into between the Company and the Subscribers for the subscription and proposed issue of the Bonds, as amended from time to time
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Thailand”	the Kingdom of Thailand
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

In this announcement, amounts in RMB are translated into HK\$ on the basis of RMB\$1.00 = HK\$1.07. The conversion rate is for illustration purposes only and should not be taken as a representation that RMB could actually be converted into HK\$ at such rate or at all.

By order of the Board
Zhi Sheng Group Holdings Limited
Lai Ningning
Chief Executive Officer and Executive Director

Hong Kong, 27 March 2025

As at the date of this announcement, the Board comprises Mr. Lai Ningning, Mr. Yi Cong, Mr. Liang Xing Jun and Mr. Ma Gary Ming Fai 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; 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 “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.