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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)**

### **FIFTH FURTHER SUPPLEMENTAL AGREEMENT IN RELATION TO ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE**

References are made to (i) the announcements of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 27 March 2025, 25 July 2025, 21 August 2025, 29 September 2025, 10 December 2025 and 13 February 2026 (the “**Announcements**”) and the circular of the Company dated 30 April 2025 (the “**Circular**”) in relation to, among other things, the subscription and proposed issue of the convertible bonds and the supplemental agreement (the “**First Supplemental Agreement**”), the further supplemental agreement (the “**Further Supplemental Agreement**”), the second further supplemental agreement (the “**Second Further Supplemental Agreement**”), the third further supplemental agreement (the “**Third Further Supplemental Agreement**”) and the fourth further supplemental agreement (the “**Fourth Further Supplemental Agreement**”, together with the First Supplemental Agreement, the Further Supplemental Agreement, the Second Further Supplemental Agreement and the Third Further Supplemental Agreement, the “**Supplemental Agreements**”) to the Subscription Agreement for, among others, the extension of the Long Stop Date. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular and the Announcements.

#### **THE FIFTH FURTHER SUPPLEMENTAL AGREEMENT**

As disclosed in the Announcements, if the conditions precedent set out in the Subscription Agreement (as supplemented by the Supplemental Agreements) are not fulfilled (or as the case may be, waived) on or before 15 April 2026 (or such other date as the Company and the Subscribers may agree in writing) (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.

As the scheduled timetable of the Tender has been further extended, and to allow additional time for fulfillment of the relevant condition precedent under the Subscription Agreement, on 10 April 2026, the Company and the Subscribers have entered into a fifth further supplemental agreement (the “**Fifth Further Supplemental Agreement**”), pursuant to which the parties thereto agreed to extend the Long Stop Date to 31 October 2026 or such other date as the Company and the Subscribers may agree in writing.

Save and except for the aforesaid, all other terms and conditions of the Subscription Agreement (as amended by the Supplemental Agreements) remain unchanged and are in full force.

The Directors consider that the terms of the Fifth Further Supplemental Agreement are fair and reasonable, on normal commercial terms and in the interests of the Shareholders as a whole. The Directors also consider that the aforesaid amendments do not constitute a material change to the terms of the Subscription Agreement.

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

Hong Kong, 10 April 2026

*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 a 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](http://www.hkexnews.hk) 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).*