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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)

CHANGE OF COMPLIANCE ADVISER

The board (the “**Board**”) of directors (“**Directors**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) announces that Convoy Capital Hong Kong Limited (“**Convoy Capital**”) has resigned as the compliance adviser of the Company with effect from 2 March 2018, due to the recent business reorganization of its group.

Save as disclosed in this announcement, the Board confirms that, as at the date of this announcement, there are no other matters relating to the resignation of Convoy Capital as the Company’s compliance adviser that need to be drawn to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Octal Capital Limited (“**Octal Capital**”) has been appointed as the new compliance adviser of the Company as required pursuant to Rule 6A.27 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) with effect from 5 March 2018 until the date, pursuant to Rule 6A.19 of the GEM Listing Rules, on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results of the Company for the second full financial year commencing after the date of its initial listing on GEM (being the financial year ending 31 December 2019) or until the compliance adviser agreement entered into between the Company and Octal Capital is terminated in accordance with its terms, whichever is earlier.

Octal Capital is a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

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

Hong Kong, 5 March 2018

As at the date of this announcement, the Board comprises Mr. Yi Cong and Mr. Liang Xing Jun as executive directors; Mr. Ma Gary Ming Fai as non-executive director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Kwok Sui Hung 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 GEM Listing Rules 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.