

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

REGULATORY FORMS
FORMS RELATING TO LISTING
FORM G
GEM
COMPANY INFORMATION SHEET

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Company name: Zhi Sheng Group Holdings Limited (智昇集團控股有限公司)

Stock code (ordinary shares): 8370

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the Exchange’s website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 December 2024.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 20 January 2017

Name of Sponsor(s): N/A

Names of directors: Executive Directors

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)
Yi Cong
Liang Xing Jun
Ma Gary Ming Fai
Lai Ningning

Non-Executive Director
Luo Guoqiang

Independent Non-Executive Directors
Chan Wing Kit
Lin Xiaodong
Chan Pui Shan

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of
the GEM Listing Rules) and their
respective interests in the ordinary
shares and other securities of the
Company

Name	Capacity/ Nature of interest	Number of shares of HK\$0.1 each in the share capital of the Company ("Shares")	Percentage of shareholding
Lightning Cloud Ltd.	Beneficial owner <i>(Note 1)</i>	33,000,000	24.31
Mr. Lai Ningning ("Mr. Lai")	Interest in controlled corporation <i>(Note 1)</i>	33,000,000	24.31
Sun Universal Limited	Beneficial owner <i>(Note 2)</i>	26,330,040	19.40
Ma Gary Ming Fai ("Mr. Ma")	Interest in controlled corporation <i>(Note 2)</i>	26,330,040	19.40
Hung Fung King Margaret ("Ms. Hung")	Interest of spouse <i>(Note 3)</i>	26,330,040	19.40

Note:

1. These Shares are held by Lightning Cloud Ltd., which is owned as to 100% by Mr. Lai. By virtue of the Securities and Futures Ordinance ("SFO"), Mr. Lai is deemed to be interested in the Shares held by Lightning Cloud Ltd..
2. These Shares are held by Sun Universal Limited, which is owned as to 100% by Mr. Ma. By virtue of the SFO, Mr. Ma is deemed to be interested in the Shares held by Sun Universal Limited.
3. Ms. Hung is the spouse of Mr. Ma, thus is deemed to be interested in the Shares held by Mr. Ma for the purpose of Part XV of the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date:

30 June

Registered address:

Windward 3, Regatta Office Park, P.O. Box 1350
Grand Cayman KY1-1108, Cayman Islands

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Head office and principal place of business:	<u>A401, Moore Car Hui, No.68, Julong Road, Wuhou District, Chengdu, Sichuan Province, People's Republic of China</u>
Web-site address (if applicable):	<u>www.qtbjgj.com</u>
Share registrar:	<u>Principal share registrar and transfer office</u> <u>Ocorian Trust (Cayman) Limited</u>
	<u>Hong Kong branch share registrar and transfer office</u> <u>Tricor Investor Services Limited</u>
Auditors:	<u>ZHONGHUI ANDA CPA Limited</u>

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (collectively, the "Group") are principally engaged in the manufacturing and sale of furniture products for domestic sales in the People's Republic of China ("PRC"), and the data centre business in the PRC.

C. Ordinary shares

Number of ordinary shares in issue:	<u>135,733,332</u>
Par value of ordinary shares in issue:	<u>HK\$0.1</u>
Board lot size (in number of shares):	<u>8,000</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>Nil</u>

D. Warrants

Stock code:	<u>Nil</u>
Board lot size:	<u>Nil</u>
Expiry date:	<u>Nil</u>
Exercise price:	<u>Nil</u>
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	<u>Nil</u>
No. of warrants outstanding:	<u>Nil</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>Nil</u>

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share option schemes

Pursuant to the share option scheme adopted on 19 December 2016:

200,000 options to subscribe for 200,000 ordinary shares at an exercise price of HK\$2.2 per share were granted on 1 June 2022.

Pursuant to the share option deed adopted on 2 August 2021:

10,000,000 options to subscribe for 10,000,000 ordinary shares at an exercise price of HK\$3.5 per share were granted on 2 August 2021.

Convertible bonds

Based on the initial conversion price of HK\$0.683 per share, up to 18,155,197 ordinary shares (subject to adjustments) that may be allotted and issued upon full exercise of conversion rights attaching to the convertible bonds in the aggregate principal amount of HK\$12,400,000 issued by the Company on 26 February 2024.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Nil

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Yuen Lai Sheung
(Name)

Title: Company Secretary
(Director, secretary or other duly authorised officer)

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NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange's website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.