

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 16 March 2010 (the “Prospectus”) issued by Zhongsheng Group Holdings Limited (the “Company”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and International Offering described below before deciding whether or not to invest in the Shares thereby being offered.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”).

The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the Offer Shares will be made in the United States.

Potential investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the other Hong Kong Underwriters) are entitled to terminate their obligations under the Hong Kong Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set out in the section headed “Underwriting — Hong Kong Public Offering — Grounds for Termination of the Hong Kong Underwriting Agreement” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the date on which dealings in Shares first commence on the Hong Kong Stock Exchange (which is currently expected to be on Friday, 26 March 2010).

In connection with the Global Offering, Morgan Stanley Asia Limited (the “Stabilizing Manager”), its affiliates, or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing from the Listing Date. There is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to do this. Such stabilization action, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it and may be discontinued at any time, and is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements. The details of the intended stabilization and how it will be regulated under the Securities and Futures (Price Stabilising) Rules of the SFO are contained in the Prospectus.

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the commencement of trading of the Shares on the Hong Kong Stock Exchange which is expected to be on Friday, 26 March 2010 and ends on the date which is the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilization period is expected to expire on Saturday, 17 April 2010 and that after this date, when no further stabilizing action may be taken, demand for the Shares, and therefore its market price, could fall.

In connection with the Global Offering, the Stabilizing Manager may over-allocate up to and not more than an aggregate of additional Shares (representing 42,924,000 of the Offer Shares initially available under the Global Offering) at any time from the Listing Date up to (and including) the date which is the 30th day after the last day for lodging of Application Forms under the Hong Kong Public Offering and cover such over-allocations by exercising the Over-allotment Option on behalf of the International Underwriters, or by making purchases in the secondary market at prices or by a combination of purchase in the secondary market and a partial exercise of the Over-allotment Option on behalf of the International Underwriters. In the event that such Over-allotment Option is exercised, an announcement will be made.



ZHONGSHENG GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering : 286,160,000 Shares (subject to adjustment and the Over-allotment Option)*
- Number of Hong Kong Offer Shares : 30,650,000 Shares (subject to adjustment)*
- Number of International Offer Shares : 255,510,000 Shares (subject to adjustment and the Over-allotment Option)*
- Maximum Offer Price : HK\$12.83 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.004%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)*
- Nominal value : HK\$0.0001 per Share*
- Stock code : 881*

Sole Global Coordinator

Morgan Stanley

Joint Sponsors

(in alphabetical order)

Morgan Stanley



Joint Bookrunners and Joint Lead Managers

Morgan Stanley



BOC INTERNATIONAL

The Company is initially offering 286,160,000 Shares (subject to the Over-allotment Option) under the Global Offering, which consists of 30,650,000 Hong Kong Offer Shares (subject to adjustment) and 255,510,000 International Offer Shares (subject to adjustment and the Over-allotment Option), representing approximately 10.7% and 89.3% of the total number of Shares initially available under the Global Offering, respectively. Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus and the Application Forms, including the Offer Shares (including any Shares which may be issued by the Company pursuant to the exercise of the Over-allotment Options), any Shares which may be issued to General Atlantic in

connection with its partial exercise of the Anti-Dilution Right, and any Shares which may be issued under the Share Option Scheme. Subject to the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange, or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering (subject to any adjustment in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Offering) is to be divided into two pools for allocation purposes: 15,325,000 Shares in Pool A and 15,325,000 Shares in Pool B. The Hong Kong Offer Shares in Pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with an aggregate subscription price of HK\$5 million (excluding the brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee payable) or less. The Hong Kong Offer Shares in Pool B will be allocated on an equitable basis to applicants who have applied for Shares with an aggregate subscription price of more than HK\$5 million (excluding the brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee payable) and up to the total value of Pool B. Applicants should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If the Hong Kong Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. Applicants can only receive an allocation of the Hong Kong Offer Shares from either Pool A or Pool B but not from both pools. **Multiple or suspected multiple applications and any application for more than 15,325,000 Hong Kong Offer Shares (not exceeding 50% of the 30,650,000 Hong Kong Offer Shares initially comprised in the Hong Kong Public Offering) are liable to be rejected.** Only one application on a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC via CCASS or to the designated **White Form eIPO** service provider under the **White Form eIPO** service (www.eipo.com.hk) may be made for the benefit of any person. Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the Application Form or the application under the **White Form eIPO** service submitted by him that he and any person(s) for whose benefit he is making the application have not indicated an interest for or taken up and will not indicate an interest for or take up any Shares under or otherwise participated in the International Offering, and such applicant's application will be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms. Applicants who would like to be allotted the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms or apply by submitting an **electronic application instruction** to the designated

White Form eIPO service provider under the **White Form eIPO** service at www.eipo.com.hk. Applicants who would like to have the allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should (i) complete and sign the **YELLOW** Application Form, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 16 March 2010 until 12:00 noon on Friday, 19 March 2010 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or (ii) give **electronic application instructions** to HKSCC via CCASS.

The Offer Price will not be more than HK\$12.83 per Offer Share and is currently expected to be not less than HK\$9.54 per Offer Share unless otherwise announced. Investors applying for Shares under the Hong Kong Public Offering must pay, on application, the maximum Offer Price of HK\$12.83 for each Offer Share together with a brokerage of 1.0%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005% on each Share. The Joint Bookrunners, on behalf of the Underwriters, may, with the consent of the Company, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in the Prospectus (which is HK\$9.54 to HK\$12.83 per Share) at any time in or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company's website at www.zs-group.com.cn and the Hong Kong Stock Exchange's website at www.hkexnews.hk, not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If applications pursuant to the Hong Kong Public Offering have been submitted prior to the last day for lodging applications under the Hong Kong Public Offering, then if the number of Offer Shares and/or the Offer Price range is so reduced, such applications can be subsequently withdrawn. **Applicants in the Hong Kong Public Offering should pay on application the maximum Offer Price stated in the Prospectus of HK\$12.83 per Share, subject to refund, plus brokerage of 1.0%, and SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%. No receipt will be issued for sums paid on application.**

Applicants who apply on **WHITE** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their Application Forms that they wish to collect, where applicable, refund cheques and/or share certificates in person from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, may collect refund cheques and/or (where applicable) share certificates in person from 9:00 a.m. to 1:00 p.m. on Thursday, 25 March 2010. Identification and (where applicable) authorization documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection.

Applicants who apply on **YELLOW** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their Application Forms that they wish to collect refund cheques in person may collect their refund cheques (if any) but may not elect to collect their share certificates, which will

be deposited into CCASS for credit to their designated CCASS Participants' stock accounts or CCASS Investor Participant stock accounts, as appropriate. The procedure for collection of refund cheques for applicants who apply on **YELLOW** Application Forms for Shares is the same as that for **WHITE** Application Form applicants. Instead of using **YELLOW** Application Forms, applicants may electronically instruct HKSCC to cause HKSCC Nominees to apply for the Hong Kong Offer Shares on their behalf via CCASS. Any Hong Kong Offer Shares allocated to such applicants will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or their designated CCASS Participant's stock account.

Applicants who apply through the **White Form eIPO** service by paying the application monies through a single bank account, may have e-Refund payment instructions (if any) despatched to their application payment bank account on or around Thursday, 25 March 2010. Applicants who apply through the **White Form eIPO** service by paying the application monies through multiple bank accounts, may have refund cheque(s) sent to the address specified in their application instructions to the designated **White Form eIPO** Service Provider on or around Thursday, 25 March 2010, by ordinary post and at their own risk. For details on refunds of application monies please also refer to the paragraph headed "Refunds of Application Monies" below.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or about Friday, 19 March 2010 and, in any event, not later than Wednesday, 24 March 2010. The Offer Price will be not more than HK\$12.83 and is currently expected to be not less than HK\$9.54. **If, for any reason, the Offer Price is not agreed by Wednesday, 24 March 2010 between the Joint Bookrunners (on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.**

In connection with the Global Offering, Morgan Stanley as Stabilizing Manager, its affiliates, or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing from the Listing Date. There is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to do this. Such stabilization action, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it and may be discontinued at any time, and is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements. The details of the intended stabilization and how it will be regulated under the Securities and Futures (Price Stabilising) Rules of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are contained in the Prospectus. Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the commencement of trading of the Shares on the Hong Kong Stock Exchange which is expected to be on Friday, 26 March 2010 and ends on the date which is the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilization period is expected to expire on

Saturday, 17 April 2010 and that after this date, when no further stabilizing action may be taken, demand for the Shares, and therefore its market price, could fall. In connection with the Global Offering, the Stabilizing Manager may over-allocate up to and not more than an aggregate of 42,924,000 additional Shares (representing 15% of the Offer Shares initially available under the Global Offering) at any time from the Listing Date up to (and including) the date which is the 30th day after the last day for lodging of Application Forms under the Hong Kong Public Offering and cover such over-allocations by exercising the Over-allotment Option on behalf of the International Underwriters, or by making purchases in the secondary market at prices or by a combination of purchase in the secondary market and a partial exercise of the Over-allotment Option on behalf of the International Underwriters. In the event that such Over-allotment Option is exercised, an announcement will be made.

The Global Offering is conditional on the conditions as stated in the sub-section headed “Conditions of the Hong Kong Public Offering” under the section headed “Structure of the Global Offering” of the Prospectus. If the conditions are not fulfilled or waived prior to the times and dates specified in the Prospectus, the Global Offering will thereby lapse and all application monies, together with the brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee received from applicants under the Global Offering, will be returned to the applicants, without interest, on the terms set out under the paragraph headed “Refund of your money” on the related Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 16 March 2010 until 12:00 noon on Friday, 19 March 2010 at:

1. **Morgan Stanley Asia Limited** at Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong; or
2. **UBS AG, Hong Kong Branch** at 52nd Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong; or
3. **BOCI Asia Limited** at 26th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong; or
4. **BOCOM International Securities** at 9th Floor, Man Yee Building, 68 Des Voeux Road, Central, Hong Kong; or
5. **Guotai Junan Securities (Hong Kong) Limited** at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen’s Road, Central, Hong Kong; or
6. **Kingston Securities Limited** at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong; or
7. **Platinum Securities Company Limited** at 22nd Floor, Standard Chartered Bank Building, 4 Des Voeux Road, Central, Hong Kong; or

8. **Taifook Securities Company Limited** at 25th Floor, New World Tower, 16–18 Queen’s Road, Central, Hong Kong; or

9. any of the following branches of Bank of China (Hong Kong) Limited:

	Branch	Address
Hong Kong Island	Central District (Wing On House) Branch	71 Des Voeux Road Central
	Bank of China Tower Branch	3/F, 1 Garden Road
	North Point (Kiu Fai Mansion) Branch	413–415 King’s Road, North Point
Kowloon	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	Mong Kok Branch	589 Nathan Road, Mong Kok
	Hung Hom (Eldex Industrial Building) Branch	21 Ma Tau Wai Road, Hung Hom
New Territories	Castle Peak Road (Tsuen Wan) Branch	201–207 Castle Peak Road, Tsuen Wan
	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II

any of the following branches of The Hongkong and Shanghai Banking Corporation Limited:

	Branch	Address
Hong Kong Island	Hong Kong Office	Level 3, 1 Queen’s Road Central
	Hay Wah Building Branch	G/F, Hay Wah Bldg, 71–85B Hennessy Road, Wan Chai
Kowloon	Whampoa Garden Branch	Shop No. G6 & 6A, G/F, Site 4, Whampoa Garden
	Telford Gardens Branch	Shop Unit P16, Block G, Telford Plaza I, Kowloon Bay
	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong
	Mong Kok Branch	L/G & U/G, 673 Nathan Road, Mong Kok
New Territories	Citylink Plaza Branch	Shops 38–46, Citylink Plaza, Shatin Station Circuit, Sha Tin
	Yuen Long Branch	G/F, HSBC Building Yuen Long, 150–160 Castle Peak Road, Yuen Long

or any of the following branches of Industrial and Commercial Bank of China (Asia) Limited:

	Branch	Address
Hong Kong Island	Central Branch	1/F, 9 Queen's Road Central
	Hennessy Road Branch	Shop 2A, G/F & Basement, Cameron Commercial Centre, 468 Hennessy Road, Causeway Bay
	Quarry Bay Branch	G/F, 1036–1040 King's Road, Quarry Bay
Kowloon	Tsim Sha Tsui Branch	Shop 1&2, G/F, No. 35–37 Hankow Road, Tsimshatsui
	Yaumatei Branch	542 Nathan Road, Yaumatei
	Mongkok Branch	G/F., Belgian Bank Building, 721–725 Nathan Road, Mongkok
New Territories	Sha Tsui Road Branch	Shop 4, G/F., Chung On Building, 297–313 Sha Tsui Road, Tsuen Wan
	Tai Po Branch	Shop F, G/F, Mee Fat Building, No. 34–38 Tai Wing Lane, Tai Po

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders crossed "Account Payee Only" and made payable to "Bank of China (Hong Kong) Nominees Limited — Zhongsheng Group Public Offer" should be securely stapled, should be deposited in any of the special collection boxes provided at any one of the branches referred to above on the following dates during the following times:

Tuesday, 16 March 2010 — 9:00 a.m. to 4:30 p.m.
Wednesday, 17 March 2010 — 9:00 a.m. to 4:30 p.m.
Thursday, 18 March 2010 — 9:00 a.m. to 4:30 p.m.
Friday, 19 March 2010 — 9:00 a.m. to 12:00 noon

APPLICATIONS BY WHITE FORM eIPO

Applications applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider through the designated website at www.eipo.com.hk from 9:00 a.m. on Tuesday, 16 March 2010 until 11:30 a.m. on Friday, 19 March 2010 (or such later time as described under the paragraph headed "How to Apply for Hong Kong Offer Shares — When May Applications Be Made — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus) (24 hours daily, except on

the last day for submitting applications). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 19 March 2010, the last day for submitting applications, or if the application lists are not open on that day, then by the time and date stated in the section headed “How to Apply for Hong Kong Offer Shares — When May Applications be made — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus. Applicants will not be permitted to submit applications to the **White Form eIPO** Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

APPLICATIONS BY ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC

Investors can also apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC as follows:

1. CCASS Investor Participants may give **electronic application instructions** to HKSCC through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC may also input **electronic application instructions** for CCASS Investor Participants on their behalf if they go to the Customer Service Centre of HKSCC at 2/F Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Service Centre of HKSCC; and
2. Those who are not CCASS Investor Participants may instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC via CCASS terminals to apply for Hong Kong Offer Shares on their behalf.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, 16 March 2010	— 9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 17 March 2010	— 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 18 March 2010	— 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 19 March 2010	— 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

1. These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 16 March 2010 until 12:00 noon on Friday, 19 March 2010 (24 hours daily, except the last day for submitting applications).

The application lists will open from 11:45 a.m. to 12:00 noon on Friday, 19 March 2010.

Subject to the terms and conditions set out in the Prospectus and the related Application Forms, applications under the **WHITE, YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC or to the **White Form eIPO** service provider under the **White Form eIPO** service (www.eipo.com.hk) must be received by no later than 12:00 noon on Friday, 19 March 2010 (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal being in force as described in the section headed “How to Apply for Hong Kong Offer Shares — When May Applications Be Made — Effect of Bad Weather on the Opening of the Application Lists” of the Prospectus).

PUBLICATION OF RESULTS

It is expected that the final Offer Price, the level of indications of interest in the International Offering, the level of applications and the basis of allotment of the Hong Kong Offer Shares as well as the number of Shares to be issued to General Atlantic pursuant to its partial exercise of the Anti-Dilution Right and the shareholding structure of the Company showing the effect of the partial exercise of the Anti-Dilution Right (before and after full exercise of the Over-allotment Option), will be published on Thursday, 25 March 2010 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and the website of The Hong Kong Stock Exchange at www.hkexnews.hk and the Company’s website at www.zs-group.com.cn.

The results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering and the results of allocations for the Hong Kong Public Offering will be available at the time and date and in the manner specified below:

- Results of allocations for the Hong Kong Public Offering will be available from the Hong Kong Stock Exchange’s website at www.hkexnews.hk and our results of allocation website at www.iporeresults.com.hk on a 24 hour basis from 8:00 a.m. on Thursday, 25 March 2010 to 12:00 midnight on Wednesday, 31 March 2010. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result. The Company’s website (www.zs-group.com.cn) will also publish a hyper-link to the aforesaid website during the same period;
- Results of allocations will be available from our Hong Kong Public Offering allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Offer Shares allocated to them, if any, by calling 2862-8669 between 9:00 a.m. and 10:00 p.m. from Thursday, 25 March 2010 to Sunday, 28 March 2010; and

- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Thursday, 25 March 2010 to Saturday, 27 March 2010 at all the receiving bank branches and sub-branches at the addresses set out in the section entitled “Where to Collect the Application Forms”.

If you are applying using a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and your application is wholly or partially successful, your share certificate will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of any designated CCASS Participant giving **electronic application instructions** on your behalf or as instructed by you in your **YELLOW** Application Form at the close of business on Thursday, 25 March 2010 or in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you (and the amount of refund money payable to you if you have instructed a CCASS Clearing/ Custodian Participant to give **electronic application instructions** on your behalf) with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company (for CCASS Investor Participants applying by giving **electronic application instructions** to HKSCC, they can also check the application results via the CCASS Phone System and CCASS Internet Systems) and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, 25 March 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your account, you can also check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and (if you are applying by giving **electronic application instructions** to HKSCC) the amount of refund money (if any) credited to your designated bank account.

REFUNDS OF APPLICATION MONIES

Applicants who do not receive any Hong Kong Offer Shares for any reasons will be refunded with application monies, including the related brokerage of 1.0%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%. No interest will be paid thereon.

If an application is accepted only in part, the Company will refund to the applicant the appropriate portion of application monies, including the related brokerage of 1.0%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%, without interest.

If the Offer Price as finally determined is less than the initial Offer Price per Share (excluding brokerage of 1.0%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005% thereon) paid on application, the Company will refund to the applicant the surplus application monies, together with the related brokerage of 1.0%, the SFC transaction levy of 0.004% and the Hong Kong Stock Exchange trading fee of 0.005% without interest. All such interest accrued on such monies prior to the date of dispatch of refund cheques will be retained for the benefit of the Company. In a

contingency situation involving a substantial oversubscription, at the discretion of the Company and the Joint Bookrunners, cheques for applications for certain small denominations of Hong Kong Offer Shares (apart from successful applications) may not be cleared.

Refund cheques will be crossed “Account Payee Only”, in favour of the applicant (or, in the case of joint applicants, to the first-named applicant). Part of the applicant’s Hong Kong Identity Card number/passport number (or, in the case of joint applicants, part of the Hong Kong Identity Card number/passport number of the first-named applicant) provided by the applicant may be printed on the refund cheque, if any. Such data would also be transferred to a third party for refund purpose. The applicant’s banker may require verification for the applicant’s Hong Kong Identity Card number/passport number before encashment of the refund cheque. Inaccurate completion of the applicant’s Hong Kong Identity Card number/passport number may lead to delay in encashment or may invalidate, the refund cheque. If an applicant have applied for 1,000,000 Hong Kong Offer Shares or above and have indicated on the Application Form that the applicant wishes to collect the refund cheque in person, the applicant may collect it from:

Computershare Hong Kong Investor Services Limited

Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

from 9:00 a.m. to 1:00 p.m. on Thursday, 25 March 2010 or any other place and date notified by the Company in the newspaper as the place and date of dispatch of e-Refund payment instructions/refund cheque(s).

If an applicant is an individual who opts for personal collection, such applicant must not authorize any other person to make collection on his/her behalf. The applicant must produce evidence of identity (which must be acceptable to Computershare Hong Kong Investor Services Limited) for collection of the refund cheque. If the applicant is a corporate which opts for personal collection, the applicant must attend by its authorized representative bearing a letter of authorization from such corporations stamped with the corporation’s chop. Such authorized representatives must produce at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited.

If an applicant does not collect the refund cheque(s) (where applicable) in person within the time specified for its collection, it will be dispatched promptly to the applicant by ordinary post to the address on this Application Form at the applicant’s own risk.

If an applicant has applied for less than 1,000,000 Hong Kong Offer Shares or has applied for 1,000,000 Hong Kong Offer Shares or above but has not indicated on the Application Form that the applicant will collect the refund cheque(s) (where applicable) personally, the refund cheque(s) (where applicable) will be sent to the address on the Application Form on or around Thursday, 25 March 2010, by ordinary post and at the applicant’s own risk.

e-Refund payment instructions or refund cheques for surplus application monies (if any) under **WHITE** or **YELLOW** Application Forms or **White Form eIPO** service and Share certificates for successful applicants under **WHITE** Application Forms or **White Form eIPO** service are expected to be dispatched and/or available for collection (as the case may be) on or around Thursday, 25 March 2010.

It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.

Share certificates for the Hong Kong Offer Shares are expected to be issued on Thursday, 25 March 2010 and will only become valid certificates of title at 8:00 a.m. on Friday, 26 March 2010 provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms. The Company will not issue any temporary documents of title. Dealing in the Shares on the Hong Kong Stock Exchange is expected to commence at 9:30 a.m. on Friday, 26 March 2010. The Shares will be traded in board lots of 500 each. The stock code is 881.

On behalf of the Board
Huang Yi
Chairman

Hong Kong, 16 March 2010

As at the date of this announcement, our executive Directors are Mr. Huang Yi (Chairman), Mr. Li Guoqiang, Mr. Du Qingshan and Mr. Yu Guangming, our non-executive Director is Mr Leng Xuesong, and our independent non-executive Directors are Mr Shigeno Tomihei, Mr. Ng Yuk Keung and Mr. Shen Jinjun.

*Please also refer to the published version of this announcement in **South China Morning Post**.*