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三盛控股

Sansheng Holdings (Group) Co. Ltd.

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三盛控股（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2183)

QUARTERLY UPDATES ON STATUS OF RESUMPTION

This announcement is made by Sansheng Holdings (Group) Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09 and 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company dated 16 May 2022 in relation to the suspension of the trading in the shares of the Company on the Stock Exchange (“**Suspension of Trading**”); (ii) the announcement of the Company dated 16 May 2022 in relation to the change of auditor; (iii) the announcement of the Company dated 22 June 2022 in relation to the offer to exchange at least US\$90,000,000 or 90% of the outstanding principal amount of the 13.0% senior notes due in 2022; (iv) the announcement of the Company dated 30 June 2022 in relation to the expiration of the exchange offer relating to the outstanding principal amount of the 13.0% senior notes due in 2022; (v) the announcement of the Company dated 29 July 2022 in relation to the Resumption Guidance and the appointment of independent professional advisers; and (vi) the announcement of the Company dated 1 August 2022 in relation to the appointment of independent non-executive director and chairman of the audit committee and member of the nomination committee (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

RESUMPTION GUIDANCE

As disclosed in the announcement of the Company dated 29 July 2022, on 27 July 2022, the Company received a letter from the Stock Exchange, in which, inter alia, the Stock Exchange sets out the following Resumption Guidance:

- i. publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- ii. conduct an independent investigation into the Audit Issue, announce the findings and take appropriate remedial actions;
- iii. demonstrate the Company's compliance with Rule 13.24 of the Listing Rules;
- iv. re-comply with Rules 3.10 and 3.21 of the Listing Rules; and
- v. inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position.

UPDATED INFORMATION

LATEST BUSINESS DEVELOPMENT

From the fourth quarter of 2021, individual real estate enterprises have experienced difficulties in operating cash flows due to the continuous tightening of management policies on the real estate industry in the People's Republic of China, especially the sudden tightening of financial policies, which have led to defaults in the open market. The resulting credit squeeze has pierced the confidence of the industry in financing and caused general liquidity difficulties in the entire real estate industry, thus further causing a drop in consumer confidence as well as a sharp decline in the overall market.

In response to the rapid changes in the external environment, the Group has taken a series of countermeasures, including adjustment of investment structure, suspension of investment plans, acceleration of collection of sales payments, disposal of certain assets and optimization of organizational structure with a view to minimize the negative impact of the sudden changes in the general environment and to maintain a foundation for continued development of the Group in the future after market confidence is restored.

2021 ANNUAL RESULTS AND INDEPENDENT INVESTIGATION

As disclosed in the announcement of the Company dated 29 July 2022, the Audit Committee resolved to appoint FTI Consulting (Hong Kong) Limited, the Independent Investigator to conduct the Independent Investigation in relation to the Transactions involved in the Audit Issue. The Independent Investigator will produce a report of findings on the Independent Investigation to the Audit Committee. The Audit Committee has also engaged legal advisors to provide legal advice to the Audit Committee in connection with the Independent Investigation. Currently, the Independent Investigation is still ongoing, and the Company will make further announcement on the material developments and progress of the Independent Investigation in due course.

In view of the ongoing Independent Investigation, the audit of the annual results of the Group for the year ended 31 December 2021 (the “**2021 Audited Annual Results**”) has not been completed. The Board and the management of the Company are making every effort to assist and cooperate with the Independent Investigator with a view to finalizing and publishing the (i) 2021 Audited Annual Results and (ii) the 2021 annual report as soon as practicable upon completion of the Independent Investigation and the audit process.

DEMONSTRATE COMPLIANCE WITH RULE 13.24 OF THE LISTING RULES

The Group is principally engaged in property development and sales, property investment, hotel operation, construction and design services, consultation services and project management services.

As at the date of this announcement, the business operations of the Group are continuing as usual in all material respects. The Board will continue to assess and monitor the impact of the Suspension of Trading (if any) on the operations and financial performance of the Company. The Board considers that the Company has always complied with Rule 13.24 of the Listing Rules.

RE-COMPLY WITH RULES 3.10 AND 3.21 OF THE LISTING RULES

As disclosed in the announcement of the Company dated 1 August 2022, Mr. Wong Heung Ming Henry has been appointed as an independent non-executive director and the chairman of the audit committee and a member of the nomination committee of the Company, accordingly the Company has re-complied with the requirements of Rules 3.10 and 3.21 of the Listing Rules and the terms of reference of each of the relevant Board Committees.

OTHER UPDATED INFORMATION

Since the Suspension of Trading, the Company has been updating its shareholders and investors of the material up-to-date information of the Company from time to time. The Company will continue to inform the market of all material information as and when appropriate.

As disclosed in the announcement of the Company dated 30 June 2022, the Company is actively negotiating with the Existing Notes holders to seek stability in order to expedite the implementation of a mutually agreed solution to address the financial challenges currently faced by the Group.

As at the date of this announcement, such negotiations are ongoing. The Company continues to work towards and implement a solution agreed by the Existing Notes holders to address the financial challenges currently faced by the Group. As at the date of this announcement, the Group has not received any notification from any other creditors in relation to any enforcement action or any action to accelerate the settlement of other offshore financing arrangements.

The Company is taking appropriate steps to fulfil the Resumption Guidance and will update the shareholders of the Company and potential investors on, among others, such progress in due course.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 10:57 a.m. on 16 May 2022, and will remain suspended pending fulfilment of the Resumption Guidance and any supplement or modification thereto.

By order of the Board
Sansheng Holdings (Group) Co. Ltd.
Chairman
Lin Rongbin

Hong Kong, 12 August 2022

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Lin Rongbin and Ms. Cheng Xuan; two non-executive Directors, namely Mr. Zhang Jingui and Mr. Zhou Tao David; and three independent non-executive Directors, namely Mr. Pan Dexiang, Mr. Wong Heung Ming Henry and Mr. Zhu Hongchao.