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## **Zhongliang Holdings Group Company Limited**

**中梁控股集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2772)**

### **RESULTS AND COMPLETION OF CONSENT SOLICITATION RELATING TO 5.0% SENIOR NOTES DUE 2027 AND 3.0% CONVERTIBLE BONDS DUE 2027**

References are made to the announcements of the Company dated May 28, 2025 and June 5, 2025 (the “**Announcements**”), the consent solicitation statement dated May 28, 2025 (as amended and supplemented by the supplemental consent solicitation statement dated June 5, 2025, the “**Consent Solicitation Statement**”) in relation to the Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements and the Consent Solicitation Statement.

#### **CONSENT EXPIRATION DEADLINE AND RESULTS OF THE CONSENT SOLICITATION**

The Consent Solicitation expired at 4:00 p.m., London time, on June 13, 2025. The Company is pleased to announce that it has received the Consents from the Holders of approximately 82% in aggregate principal amount of the outstanding Notes and the Holders of approximately 92% in aggregate principal amount of the outstanding Bonds. As such, the Company has received the Requisite Consents to effect the Proposed Amendment.

## **EXECUTION OF THE SUPPLEMENTAL INDENTURES**

Upon receipt of the Requisite Consents, the Supplemental Indentures with respect to the Securities have been executed on June 16, 2025 by the Company, the Subsidiary Guarantors and the Trustee, and delivered to the Trustee. The Proposed Amendment has become effective and binding on all Holders of the relevant Securities, including non-consenting Holders.

## **LISTING RULES IMPLICATION AS TO THE BONDS SUPPLEMENTAL INDENTURE AND THE EXPECTED PAYMENT DATE**

Pursuant to Rule 28.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), any alteration in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. In accordance with Rule 28.05 of the Listing Rules, application will be made by the Company to the Stock Exchange for the Proposed Amendment in respect of the Bonds under the Bonds Supplemental Indenture.

The Proposed Amendment and the Supplemental Indentures will become operative upon payment by the Company of the Cash Consent Fee and upon obtaining the approval from the Stock Exchange pursuant to Rule 28.05 of the Listing Rules (the “**Payment Date**”). The Company expected to make the payment of the Cash Consent Fee as soon as reasonably practicable and by June 30, 2025 and will make a further announcement when the Payment Date has taken effect.

The Company will make further announcements in relation to the issuance of the Mandatory Convertible Bonds in respect of the payment of the PIK Consent Fee.

All documentation relating to the Consent Solicitation, including any updates are available via the following website: <https://clients.dfkingltd.com/zhongliang>.

The Company would like to express its sincere gratitude to the Holders for their consistent support for the Company in the past. The Company also extends its thanks once again to the Holders for their strong support and trust in the Company during the Consent Solicitation, which has enabled the Company to achieve the successful results of the Consent Solicitation.

## **GENERAL**

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE CONSENT SOLICITATION STATEMENT.**

**SHAREHOLDERS, HOLDERS OF THE SECURITIES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY AND THE SECURITIES.**

On behalf of the Board  
**Zhongliang Holdings Group Company Limited**  
**Yang Jian**  
*Chairman*

Hong Kong, June 16, 2025

*As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian, Mr. Yeung Tak Yip and Ms. Hu Hui are the executive Directors, and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.*