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中国忠旺控股有限公司*

China Zhongwang Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01333)

QUARTERLY UPDATE ON RESUMPTION PROGRESS

This announcement is made by China Zhongwang Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

References are made to the announcements of the Company dated 30 August 2021, 15 October 2021, 22 February 2022 and 31 March 2022 in respect of, among other things, the delay in publication of the financial results of the Group for the six months ended 30 June 2021, the suspension of trading in the shares of the Company on the Stock Exchange, the severe difficulties in operation faced by the Company’s two subsidiaries, namely, Liaoyang Zhongwang Superior Aluminium Fabrication Co., Ltd. (遼陽忠旺精製鋁業有限公司) and Liaoning Zhongwang Group Co., Ltd. (遼寧忠旺集團有限公司) and their respective subsidiaries (the “**Subsidiaries**”), the resumption guidance (the “**Resumption Guidance**”), the delay in publication of the annual results and dispatch of annual report of the Group for the year ended 31 December 2021 and continued suspension of trading.

LATEST DEVELOPMENT OF THE GROUP

Business operations

The Group is a world-leading fabricated aluminium product developer and manufacturer and our products are widely used in the ecological construction, transportation, machinery and equipment and electric power engineering sectors.

As disclosed in the announcement of the Company dated 15 October 2021, the Subsidiaries were facing severe difficulties in operation due to major losses and business hardship and were unable to overcome the difficulties on their own notwithstanding many efforts made, and that the Subsidiaries have been engaged in active communications with relevant parties with a view to seeking helps to ensure, to the maximum extent, the continuous smooth and orderly operations of the Subsidiaries.

As at the date of this announcement, to the best knowledge of the directors of the Company (the “**Directors**”), the suspension of trading in the shares of the Company has not resulted in any significant adverse impact on the business operations of the Group in all material respects.

The Company will continuously assess the impact on the Company's operations, if any, take appropriate measures and make further announcement(s) as and when appropriate.

UPDATES ON RESUMPTION PROGRESS

As disclosed in the announcement of the Company dated 22 February 2022, the Stock Exchange has set out the Resumption Guidance for the Company:

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (ii) demonstrate its compliance with Rule 13.24 of the Listing Rules;
- (iii) demonstrate its compliance with Rules 3.10, 3.10A, 3.21, 3.25 of the Listing Rules; and
- (iv) announce all material information for the Company's shareholders and investors to appraise the Company's position.

Publication of financial results

References are made to the announcements of the Company dated 30 August 2021 and 31 March 2022 in respect of, among others, the delay in publication of the financial results of the Group for the six months ended 30 June 2021 (the “**2021 Interim Results**”) and the delay in publication of the annual results (the “**2021 Annual Results**”) and dispatch of annual report of the Group for the year ended 31 December 2021 (the “**2021 Annual Report**”).

Additional time is required to prepare the 2021 Interim Results, 2021 Annual Results and 2021 Annual Report. Further announcement(s) will be made by the Company to inform its shareholders on the expected date of publication of the 2021 Interim Results, the 2021 Annual Results and the dispatch of the 2021 Annual Report as and when appropriate.

Compliance with Rule 13.24 of the Listing Rules

The Company is working closely with its Hong Kong legal adviser to seek advice relating to the compliance with Rule 13.24 of the Listing Rules.

Compliance with Rules 3.10, 3.10A, 3.21 and 3.25 of the Listing Rules

Reference is made to the announcement of the Company dated 15 October 2021 in relation to the resignation of independent non-executive Directors (the “**INEDs**”). Following the resignation of the INEDs, the Company was unable to meet the requirements under Rules 3.10, 3.10A, 3.21 and 3.25.

The Company has taken practicable steps to identify suitable candidates, in accordance with the Company's director nomination policy, to act as independent non-executive directors for the purpose of complying with the requirements under Rules 3.10, 3.10A, 3.21 and 3.25 of the Listing Rules. However, due to the travel restrictions during the COVID-19 pandemic, time needed for arranging interviews and due diligence with potential candidates is lengthened and the appointment process becomes more complicated.

The Company will use its best endeavour to appoint suitable candidates to fill the vacancies of INEDs, the audit committee and the chairman of the nomination committee of the Company. Further announcement(s) will be made as and when appropriate.

Resumption Guidance

The Company is working closely with its Hong Kong legal adviser and taking appropriate steps to fulfill the Resumption Guidance. The Company remains committed to using its best endeavours to fulfill the Resumption Guidance as soon as practicable and will update the shareholders and potential investors of the Company as and when appropriate should there be any material development on the Resumption Guidance.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company will continue to be suspended pending fulfillment of the Resumption Guidance.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

By order of the Board
China Zhongwang Holdings Limited
Lu Changqing
Chairman

Hong Kong, 7 June 2022

As at the date of this announcement, the Board consists of:

Executive Directors

Mr. Lu Changqing and Mr. Wang Fei

Non-executive Directors

Mr. Chen Yan, Mr. Lin Jun and Mr. Wei Qiang

* *For identification purposes only*