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Zhenro Properties Group Limited

正榮地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6158)

**CONSENT SOLICITATION IN RELATION TO THE FOLLOWING
NOTES – RECEIPT OF THE REQUISITE CONSENTS AND
EXTENSION OF THE EARLY CONSENT DEADLINE**

Description of Debt Securities	ISIN/Common Code	Stock Code
8.35% Senior Notes due 2024	XS2152219973/215221997	40225
9.15% Senior Notes due 2023	XS2076026983/207602698	40047
8.3% Senior Notes due 2023	XS2185842924/218584292	40250
7.875% Senior Notes due 2024	XS2099413093/209941309	40116
7.1% Senior Notes due 2024	XS2346158822/234615882	40715
7.35% Senior Notes due 2025	XS2226898216/222689821	40375
6.63% Senior Notes due 2026	XS2279711779/227971177	40516
6.7% Senior Notes due 2026	XS2293750670/229375067	40572

Reference is made to the announcement of the Company dated February 21, 2022 (the “**Announcement**”) in relation to the Concurrent Consent Solicitation. Capitalized terms used but not otherwise defined in this announcement shall have the same meaning ascribed to them in the Announcement.

Receipt of the Requisite Consents

The Company hereby informs Notes Holders that, as at 4:00 p.m., London time, March 4, 2022, the Requisite Consents have been received for the Concurrent Consent Solicitation.

Extension of the Early Consent Deadline

As requested by the investors, the Company hereby announces that with immediate effect, the early consent deadline as set forth in the Consent Solicitation Statement (the “**Early Consent Deadline**”) is extended from 4:00 p.m., London Time on March 4, 2022 to 4:00 p.m., London Time on March 11, 2022 (the “**Extended Early Consent Deadline**”). For the avoidance of doubt, Notes Holders who validly deliver their Consents at or prior to the Extended Early Consent Deadline (but after the original Early Consent Deadline) will receive the Early Concurrent Consent Fee instead of the Base Concurrent Consent Fee.

Notes Holders who have validly delivered their Consents at or prior to the original Early Consent Deadline do not need to take any action. Such instructions in connection with the Concurrent Consent Solicitation remain valid and irrevocable.

Notes Holders who have not validly delivered their Consents may deliver their Consents at or prior to the expiration date of the Concurrent Consent Solicitation as set forth in the Announcement in accordance with the terms and conditions set forth in the Consent Solicitation Statement. Instructions in connection with the Concurrent Consent Solicitation are irrevocable.

Except for the modifications set forth above and in the supplemental consent solicitation statement dated March 7, 2022, all other terms and conditions of the Concurrent Consent Solicitation as set out in the Consent Solicitation Statement remain unchanged. All documents and materials related to the Concurrent Consent Solicitation will be made available, subject to eligibility, on the Consent Website: <https://sites.dfkingltd.com/Zhenro2nd>.

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

SHAREHOLDERS, NOTES HOLDERS OF CONSENT NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONCURRENT CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONCURRENT CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONCURRENT CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONCURRENT CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE CONCURRENT CONSENT SOLICITATION. AS THE CONCURRENT CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, NOTES HOLDERS OF THE CONSENT NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE CONSENT NOTES.

The Concurrent Consent Solicitation is not being made to (nor will the tender of the Consent Notes and delivery of Consents be accepted from or on behalf of) Notes Holders in any jurisdiction where the making or acceptance of the Concurrent Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Concurrent Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Concurrent Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Notes Holder residing in such jurisdiction.

FORWARD LOOKING STATEMENTS

Forward-looking statements in this announcement, including those statements relating to the Concurrent Consent Solicitation, are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industry in the PRC relevant to the business of the Company, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

By order of the Board
Zhenro Properties Group Limited
Huang Xianzhi
Chairman of the Board

Hong Kong, March 7, 2022

As at the date of this announcement, the executive directors of the Company are Mr. Huang Xianzhi, Mr. Liu Weiliang, Mr. Li Yang and Mr. Chan Wai Kin, the non-executive director of the Company is Mr. Ou Guowei, and the independent non-executive directors of the Company are Dr. Loke Yu (alias Loke Hoi Lam), Mr. Wang Chuanxu and Mr. Lin Hua.