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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)**

#### **(1) RESULTS OF EXCHANGE OFFER RELATING TO**

##### **(i) 8.5% SENIOR NOTES DUE MAY 2022**

**(ISIN: XS2341214059, COMMON CODE: 234121405) AND**

**(ii) 9.5% SENIOR NOTES DUE JULY 2022 (STOCK CODE: 40439,**

**ISIN: XS2247412518, COMMON CODE: 224741251)**

**AND**

**(2) PROPOSED ADDITIONAL ISSUE OF US\$22,588,400 8.75% SENIOR NOTES DUE APRIL 2023 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES**

**WITH THE US\$201,636,117 8.75% SENIOR NOTES DUE APRIL 2023)**

**(ISIN: XS2476291062, COMMON CODE: 247629106) AND**

**US\$44,978,600 9.75% SENIOR NOTES DUE DECEMBER 2023 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$428,869,883**

**9.75% SENIOR NOTES DUE DECEMBER 2023)**

**(ISIN: XS2476292037, COMMON CODE: 247629203)**

Reference is made to the announcement of the Company dated June 1, 2022 (the “**Announcement**”) in relation to the Exchange Offer. Unless otherwise defined, capitalized terms in this announcement will have the same meaning as those defined in the Announcement as the context requires.

## 1. RESULTS OF THE EXCHANGE OFFER

The Exchange Offer expired at 4:00 p.m., London time, on June 10, 2022. The Company hereby informs Eligible Holders that, as at the Expiration Deadline, US\$8,975,000, representing approximately 32.49% of the outstanding principal amount of US\$27,628,000 of the May 2022 Notes, and US\$58,592,000, representing approximately 82.33% of the outstanding principal amount of the US\$71,166,000 of the July 2022 Notes, respectively, have been validly tendered for exchange and accepted pursuant to the Exchange Offer.

Taking into consideration the results of the exchange offer completed by the Company on May 18, 2022 and the Exchange Offer in relation to the Exchange Notes, as at the Expiration Deadline, US\$271,147,000, representing approximately 93.56% of the original outstanding principal amount of US\$289,800,000 of the May 2022 Notes, and US\$426,926,000, representing approximately 97.14% of the original outstanding principal amount of US\$439,500,000 of the July 2022 Notes, respectively, have been validly tendered for exchange by the Eligible Holders.

With respect to the Exchange Notes submitted for exchange, subject to the fulfilment or waiver of all other conditions precedent to the Exchange Offer, Eligible Holders of the Exchange Notes who validly tendered, accepted and exchanged in the Exchange Offer will receive the applicable Exchange Consideration on the date of settlement, which is expected to be on or about June 16, 2022. The Exchange Notes validly tendered by each Eligible Holder and accepted for exchange by the Company will be exchanged into a combination of the Additional New Notes allocated in accordance with the Issuance Priority Level (as defined in the Supplemental Exchange Offer Memorandum) and to be consolidated and form a single series with the relevant series of the Original New Notes.

All documents and materials related to the Exchange Offer will be made available, subject to eligibility, on the Exchange Website: <https://bonds.morrowsodali.com/zhongliangexchange>.

## 2. PROPOSED ISSUE OF ADDITIONAL NEW NOTES

Upon completion of the Exchange Offer, the Company will issue US\$22,588,400 in aggregate principal amount of the Additional April 2023 New Notes (to be consolidated and form a single series with the Original April 2023 New Notes in the aggregate principal amount of US\$201,636,117) (together with the Original April 2023 New Notes, the “**April 2023 New Notes**”) and US\$44,978,600 in aggregate principal amount of the Additional December 2023 New Notes (to be consolidated and form a single series with the Original December 2023 New Notes in the aggregate principal amount of US\$428,869,883) (together with the Original December 2023 New Notes, the “**December 2023 New Notes**”).

For summary of certain principal terms of the April 2023 New Notes and the December 2023 New Notes, please refer to the Company’s announcement dated May 17, 2022 in relation to the proposed issue thereof.

## REMAINING EXCHANGE NOTES

With respect to the Exchange Notes that remain outstanding, the Company will continue to communicate with such holders. The Company encourages such holders to contact the Company as soon as practicable in order to come to mutually agreeable arrangements.

## FURTHER DETAILS

For a detailed statement of the terms and conditions of the Exchange Offer, Eligible Holders should refer to the Supplemental Exchange Offer Memorandum. Morrow Sodali Limited has been appointed as the Information and Exchange Agent for the Exchange Offer. To contact Morrow Sodali Limited in London, +44 20 4513 6933 and in Hong Kong, +852 2319 4130 or via email at [zhongliang@investor.morrowsodali.com](mailto:zhongliang@investor.morrowsodali.com).

The Supplemental Exchange Offer Memorandum and all related documents in connection with the Exchange Offer will be available in electronic format to Eligible Holders via the Exchange Website: <https://bonds.morrowsodali.com/zhongliangexchange>. Any requests for additional copies of the Supplemental Exchange Offer Memorandum should be directed to Morrow Sodali Limited at the above contact points.

## GENERAL

The Additional New Notes have not been registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws. This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Additional New Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property development industry, and changes in the capital markets in general.

**Shareholders, holders of the Exchange Notes and potential investors should note that completion of the Exchange Offer remains subject to the fulfilment or waiver of the conditions precedent to the Exchange Offer as set forth in the Supplemental Exchange Offer**

Memorandum and summarized in the Announcement. No assurance can be given that the Exchange Offer will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer with or without conditions.

The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer. As the Exchange Offer may or may not proceed or complete, shareholders, holders of the Exchange Notes and potential investors should exercise caution when dealing in the shares of the Company or the Exchange Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. This announcement is provided to you because you are a non-U.S. person outside the United States in accordance with Regulation S under the Securities Act (“Regulation S”).

**IMPORTANT NOTICE — THE EXCHANGE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES. U.S. PERSONS (AS DEFINED UNDER REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER THE EXCHANGE NOTES IN THE EXCHANGE OFFER.**

By order of the Board  
**Zhongliang Holdings Group Company Limited**  
**Yang Jian**  
*Chairman*

Hong Kong, June 13, 2022

*As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian and Mr. Yau Sze Ka (Albert) are the executive directors of the Company, and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive directors of the Company.*