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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)

VOLUNTARY ANNOUNCEMENT
PROGRESS OF HOLISTIC SOLUTION FOR OFFSHORE DEBTS

This announcement is made by Zhongliang Holdings Group Company Limited (the “**Company**”) on a voluntary basis. References are made to the announcements (the “**Announcements**”) of the Company dated 1 June 2023, 16 July 2023 and 14 August 2023 in relation to the RSA entered into by, among others, the Company and members of the AHG. Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcements.

The Company is pleased to announce that, as at the Extended RSA Fee Deadline (being 5:00 p.m. Hong Kong time on 1 September 2023), Consenting Creditors holding approximately 79% of the Scheme Debts have acceded to the RSA.

As set out in the Announcements, the RSA Fee shall be payable on or prior to the Restructuring Effective Date, provided that the Consenting Creditor, among other things:

- (a) holds or has acquired its Eligible Restricted Debt in compliance with the relevant provisions of the RSA;
- (b) indicates its non-binding selection of the New Senior Notes and/or the New Convertible Bonds in its Accession Letter or (in the case of the AHG) by written notice to the Company, in order to receive the RSA Fee;

- (c) votes the entire aggregate amount of the Scheme Debts held by it at the Record Time in favour of the Scheme at the Scheme Meeting (whether in person or by proxy); and
- (d) has not exercised its rights to terminate the RSA and has not breached any of the relevant terms and conditions of the RSA in any material respect.

The Company would like to express its appreciation for the broad support from its offshore creditors.

The Company will proceed to implement the Scheme as soon as practicable and will make further announcement(s) on the progress of the Restructuring as and when appropriate.

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

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

Hong Kong, 4 September 2023

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, and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.