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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**EGM**”) of Zhongliang Holdings Group Company Limited (the “**Company**”) will be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong at 10:00 a.m. on Thursday, 28 December 2023 for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolution of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 12 December 2023 (the “**Circular**”).

ORDINARY RESOLUTION

1. “**THAT**

- (a) the Issue of Convertible Bonds and the transactions contemplated thereunder including but not limited to the issue of 3.0% convertible bonds of the Company for a term of 3.5 years which are convertible into ordinary shares of the Company pursuant to the terms of the Convertible Bonds, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Issue of Convertible Bonds and any of the transactions contemplated thereunder including but not limited to the Issue of Convertible Bonds; and

- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the CB Conversion Shares.”

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

Hong Kong, 12 December 2023

Notes:

1. All resolution(s) at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.zldcgroup.com>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Tuesday, 26 December 2023 (Hong Kong Time)) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude shareholders of the Company from attending, speaking and voting in person at the EGM or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining shareholders' eligibility to attend, speak and vote at the EGM, the register of members of the Company will be closed from Thursday, 21 December 2023 to Thursday, 28 December 2023, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend, speak and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 20 December 2023.
5. A circular containing further details concerning the resolution set out in the above notice will be sent to all shareholders of the Company.

6. If tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoon, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the EGM, the meeting will be postponed or adjourned. The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zldegroup.com>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. As at the date of this notice, 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.