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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
UPDATES ON THE OFFSHORE DEBTS RESTRUCTURING
NOTICE OF SCHEME MEETING

This announcement is made by Zhongliang Holdings Group Company Limited (the “**Company**”) on a voluntary basis. References are made to the announcements of the Company dated 13 November 2022, 22 November 2022, 17 February 2023, 1 June 2023, 16 July 2023, 14 August 2023, 4 September 2023, 20 November 2023 and 18 December 2023 in relation to, among other things, the Holistic Solution, the Scheme and the restructuring support agreement entered into by, among others, the Company and the AHG and the announcement of the Company dated 11 January 2024 in relation to the grant of a convening order by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region of the People’s Republic of China (the “**Court**”).

Unless otherwise specified, terms used in this notice have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under Sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) (the “**Scheme**”).

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the documentation to be completed by or on behalf of the Scheme Creditors in order to vote and/or receive Restructuring Consideration) are available for download from the Transaction Website (<https://www.dfkingltd.com/zhongliang>).

NOTICE IS HEREBY GIVEN that by order of the Court dated 9 January 2024 (the “**Convening Order**”), a meeting of the Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme.

FOR A SCHEME CREDITOR TO BE ELIGIBLE TO ELECT TO RECEIVE THE NEW CONVERTIBLE BONDS AS PART OF THEIR SELECTION CONSIDERATION, THEY MUST VALIDLY SUBMIT THEIR ACCOUNT HOLDER LETTER AND/OR LENDER PROXY FORM OR BLOCKED SCHEME CREDITOR FORM (AS APPLICABLE) TO THE INFORMATION AGENT OR BLOCKED SCHEME CREDITOR TABULATION AGENT (AS APPLICABLE) PRIOR TO THE ELECTION DEADLINE (BEING THE DATE FALLING SEVEN (7) CALENDAR DAYS AFTER THE SCHEME EFFECTIVE DATE).

VENUE, TIME AND VIDEO AND TELEPHONE CONFERENCE AVAILABILITY FOR THE SCHEME MEETING

The Scheme Meeting will be held on 9 February 2024 at 11:00 a.m. (Hong Kong time) at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, with any adjournment as may be appropriate.

Scheme Creditors will be able to attend the Scheme Meeting and vote in person or (if a corporation) by an authorized representative or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using conferencing details and passcode that can be obtained on request from the Information Agent (if you are a Scheme Creditor who is not a Sanctions-Affected Scheme Creditor) or the Blocked Scheme Creditor Tabulation Agent (if you are a Blocked Scheme Creditor).

Telephone conference facilities will also be made available to Scheme Creditors upon request from the Information Agent (if you are not a Sanctions-Affected Scheme Creditor) or the Blocked Scheme Creditor Tabulation Agent (if you are a Blocked Scheme Creditor), allowing such Scheme Creditors to listen to the Scheme Meeting and to ask questions (but not to cast their vote).

METHODS OF VOTING AND DEADLINE FOR SUBMITTING VOTING FORMS

In order to attend the Scheme Meeting and vote on the Scheme (whether in person, by authorized representative or by proxy), a Scheme Creditor must ensure that its Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) is validly completed in accordance with the Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) and the Explanatory Statement, and submitted to the Information Agent via the Transaction Website or to the Blocked Scheme Creditor Tabulation Agent (as applicable) by no later than 11:00 p.m. Hong Kong time on 7 February 2024. If you are a Blocked Scheme Creditor, please refer to the Explanatory Statement for the arrangements that apply to you in order to participate and vote in the Scheme Meeting.

REGISTRATION PRIOR TO THE SCHEME MEETING

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to vote in person at the Scheme Meeting will be required to register its attendance at the Scheme Meeting at the registration desk no later than one hour prior to the scheduled start time of the Scheme Meeting.

On registration at the Scheme Meeting, a Scheme Creditor or its proxy (other than the Chairperson) attending the Scheme Meeting in person shall produce a duplicate copy of:

- a copy of the applicable Scheme Creditor Form validly completed and submitted on behalf of that Scheme Creditor;
- evidence of personal identity (being a valid original passport or other original government-issued photographic identification); and
- in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board resolutions).

If appropriate personal identification or evidence of authority is not produced, that person shall only be permitted to attend and vote at the Scheme Meeting at the discretion of the Chairperson.

CHAIRPERSON

Pursuant to the Convening Order, the Court appointed Mr. Ho Kwok Leung Glen, or failing him, Ms. Chu Ching Man Karen, both of Deloitte Touche Tohmatsu, to act as the Chairperson of the Scheme Meeting and directed the Chairperson in his/her capacity as such to report the results of the Scheme Meeting to the Court. The results of the Scheme Meeting will also be made available on the Transaction Website.

SANCTION HEARING AND SCHEME CONDITIONS

The Scheme, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of the Court, and the satisfaction or waiver (as applicable) of the conditions set out in Clause 19 of the Scheme.

CONTACT DETAILS OF THE INFORMATION AGENT AND THE BLOCKED SCHEME CREDITOR TABULATION AGENT:

D.F. King Ltd

Telephone: in Hong Kong: +852 5808 2134; in London: +44 20 8089 4257
Email: zhongliang@dfkingltd.com
Transaction Website: <https://www.dfkingltd.com/zhongliang/>

Madison Pacific Corporate Services Limited

Address: 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty,
Hong Kong
Telephone: +852 2599 9500
Email: zhongliang@madisonpac.com
Attention: Cassandra Ho

Further announcement(s) will be made by the Company to inform shareholders of the Company and other investors of any material development as and when appropriate. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 16 January 2024

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.