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**zhenro 正榮地產**  
**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 and Debt Stock Code: 4596, 40572, 40516, 40375, 40715, 40116, 40225)**

**INSIDE INFORMATION**

**PROGRESS ON THE OFFSHORE HOLISTIC LIABILITY  
MANAGEMENT SOLUTIONS**

This announcement is made by Zhenro Properties Group Limited (the “**Company**”) pursuant to Rules 13.09(2)(a), 37.47A and 37.47B(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 2 January 2024 in relation to the RSA entered into by, among others, the Company and members of the AHG (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcement.

The Company is pleased to announce that, as at the Consent Fee Deadline (being 5:00 p.m. Hong Kong time on 24 January 2024), Participating Creditors holding over 79% of the Existing Debt have acceded to the RSA.

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

- (a) holds or has acquired its Eligible Participating Debt in compliance with the relevant provisions of the RSA;
- (b) votes the entire aggregate amount of its Eligible Participating Debt (as applicable) held by it at the Record Time in favour of the Scheme at the Scheme Meeting (whether in person or by proxy) or the Consent Solicitation at the perpetual securityholders' meeting (as applicable). A Participating Creditor that does not vote (whether by abstaining, voting against or not turning up) the entire aggregate amount of the Eligible Participating Debt then held by it in favour of the Scheme at the Scheme Meeting (whether in person or by proxy) and/or Consent Solicitation at the perpetual securityholders' meeting (as applicable) will not be entitled to any Consent Fee; and
- (c) has not exercised its rights to terminate the RSA nor breached any of the relevant terms and conditions of the RSA in any material respect.

The Company will make further announcement(s) on the progress of the Offshore Holistic Liability Management Solutions as and when appropriate.

**Shareholders of the Company and other investors are reminded to consider the related risks and exercise caution when dealing in the securities of the Company, and to seek professional advice from their own professional or financial advisers when in doubt.**

By order of the Board  
**Zhenro Properties Group Limited**  
**Liu Weiliang**  
*Chairman of the Board*

Hong Kong, 24 January 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Liu Weiliang and Mr. Li Yang, 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. Xie Jun.*