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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 DEBT RESTRUCTURING
RESULTS OF SCHEME MEETING HELD ON 9 FEBRUARY 2024

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, 18 December 2023, 11 January 2024 and 16 January 2024 in relation to, among other things, the Holistic Solution and the Scheme (collectively, the “**Announcements**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcements.

The Company is pleased to announce that pursuant to the Convening Order, the Scheme Meeting was duly convened and held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong at 11:00 a.m. (Hong Kong time) on 9 February 2024.

A total of 510 Scheme Creditors holding Voting Scheme Claims (as defined in the Explanatory Statement) in the aggregate principal amount together with accrued and unpaid interest of US\$1,327,333,136 (representing approximately 96.75% of the total value of outstanding Voting Scheme Claims) attended and voted, in person or by proxy, at the Scheme Meeting. During the Scheme Meeting, a total of 509 Scheme Creditors holding Voting Scheme Claims in the aggregate principal amount together with accrued and unpaid interest of US\$1,315,705,636 (representing approximately 99.12% of the total value of outstanding Voting Scheme Claims voting at the meeting) voted in favour of the Scheme. As such, the Scheme was approved by the requisite majorities of Scheme Creditors.

The Company will now proceed to seek the approval and sanction of the Court in respect of the Scheme. The petition seeking sanction of the Scheme will be heard at 9:30 a.m. (Hong Kong time) on 23 February 2024.

Please note, by way of further reminder, for a Scheme Creditor to be eligible to elect to receive the New Convertible Bonds, a validly completed form must be submitted in accordance with the instructions and deadlines outlined in the documents which were circulated to Scheme Creditors ahead of the Scheme Meeting and which can be accessed on the Transaction Website.

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, 9 February 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.