

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Chuang's Consortium International Limited

(莊士機構國際有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 367)

VOLUNTARY ANNOUNCEMENT IN RELATION TO THE ZHONGLIANG NOTES EXCHANGE PURSUANT TO THE ZHONGLIANG RESTRUCTURING

The announcement is made by the Company on a voluntary basis.

ZHONGLIANG NOTES EXCHANGE

The Board announces that, on 21 March 2024, the Group is informed by its investment banks that the Group is expected to receive the New Zhongliang Package for the exchange of the Old Zhongliang Notes under the Zhongliang Notes Exchange pursuant to the Zhongliang Restructuring with the scheme effective date on 23 February 2024 and the restructuring effective date on 20 March 2024 respectively.

Apart from the Cash Repayment, no further cash consideration has been/will be paid or received by the Group under the Zhongliang Notes Exchange.

The details about the Zhongliang Notes Exchange of the Group are shown as below:

Old Zhongliang Notes	New Zhongliang Package
<p>(i) 8.75% notes due April 2023 in the principal amount of US\$3,000,000; and</p> <p>(ii) 9.75% notes due December 2023 in the principal amount of US\$7,000,000.</p> <p>The total principal amount of the Old Zhongliang Notes is US\$10,000,000.</p>	<p>(1) Cash Repayment: About US\$0.1 million; and</p> <p>(2) 5.00% notes due 1 July 2027 (the “New Zhongliang Notes”) in the principal amount of approximately US\$12 million.</p> <p>The New Zhongliang Package above, comprising the Cash Repayment and the New Zhongliang Notes, are exchanged with the Old Zhongliang Notes and their outstanding interests of approximately US\$1.4 million which have not been settled by the Issuer.</p> <p><i>(The above amounts to be receivable from the New Zhongliang Package are estimated by reference to the public information as announced by the Issuer from time to time.)</i></p>

SUMMARY OF PRINCIPAL TERMS OF THE NEW ZHONGLIANG NOTES

Issuer:	Zhongliang Holdings Group Company Limited
Issue date:	20 March 2024
Principal amount issued:	About US\$1,279 million
Interest commencement date:	1 January 2024
Interest per annum:	<ul style="list-style-type: none">● 0% for the first 12 months after 1 January 2024● 5.00% in cash after the first 12 months from 1 January 2024
Interest payment:	Semi-annual interest payment in arrears
Maturity date:	1 July 2027

It is also subject to redemption from time to time in accordance to the redemption schedules as stated below.

Optional redemption: The Issuer has the right to redeem 6% of the principal amount of the New Zhongliang Notes (the “**Coupon Notes**”) at a price of 83.3% of the principal amount at any time and from time to time on or before the date which is the end of 12 months after 1 January 2024.

Mandatory redemption: Excluding the portion of the Coupon Notes, the remaining principal amount of the New Zhongliang Notes shall be repayable in the amounts and on the redemption dates as below at 100% of the principal amount plus accrued and unpaid interest, if any.

Redemption date:	Principal amount to be redeemed:
● 1 July 2025	5%
● 1 January 2026	5%
● 1 July 2026	5%
● 1 January 2027	10%

If the Issuer’s accumulated contracted sales in certain periods exceed the threshold amounts, the Issuer has to accelerate the redemption as pre-determined.

Guarantors: The same subsidiary guarantors as those in the Old Zhongliang Notes with certain new subsidiaries of the Issuer to add in

Specified assets sale: If the net proceeds from the designated asset package sale exceed RMB400 million, 50% of the excess portion will be separated out. When such accumulated separated balance exceeds US\$50 million, it will be used to repay the principal or interest of the New Zhongliang Notes.

Listing: The Singapore Exchange Securities Trading Limited

GENERAL

For more details about the above New Zhongliang Package, the Zhongliang Notes Exchange, and the Zhongliang Restructuring, please refer to the announcements issued by the Issuer on 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, 16 January 2024, 9 February 2024, 23 February 2024, 19 March 2024 and 20 March 2024. The summary of principal terms of the New Zhongliang Notes as shown above are also extracted from these announcements of the Issuer.

INFORMATION ON THE ISSUER

According to the public information available to the Board, the Issuer is an investment holding company listed on the Main Board of the Stock Exchange and its subsidiaries are principally engaged in property development, property leasing and management consulting services.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is incorporated in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange (stock code: 367).

The Group is principally engaged in property development, investment and trading, hotel operation and management, development and operation of cemetery, manufacturing, sales and trading of goods and merchandises, securities investment and trading and money lending business.

DEFINITIONS

“Board”	the board of directors of the Company
“Cash Repayment”	the upfront principal repayment in cash to be paid by the Issuer
“Company”	Chuang’s Consortium International Limited (莊士機構國際有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 367)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Issuer”	Zhongliang Holdings Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2772)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Zhongliang Package”	(i) the Cash Repayment and (ii) the 5.00% new notes due 1 July 2027 in the principal amount of approximately US\$12 million to be issued by Issuer to a wholly-owned subsidiary of the Company under the Zhongliang Notes Exchange
“Old Zhongliang Notes”	(i) 8.75% notes due April 2023 in the principal amount of US\$3,000,000 and (ii) 9.75% notes due December 2023 in the principal amount of US\$7,000,000 issued by the Issuer and held by a wholly-owned subsidiary of the Company
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Zhongliang Notes Exchange”	the exchange of the Old Zhongliang Notes to the New Zhongliang Package in accordance with the terms of the Zhongliang Restructuring
“Zhongliang Restructuring”	the restructuring arrangements as announced by the Issuer on 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, 16 January 2024, 9 February 2024, 23 February 2024, 19 March 2024 and 20 March 2024 which involve the Zhongliang Notes Exchange
“%”	per cent

By order of the Board of
Chuang’s Consortium International Limited
Albert Chuang Ka Pun
Chairman and Managing Director

Hong Kong, 21 March 2024

As at the date of this announcement, Mr. Albert Chuang Ka Pun, Mr. Richard Hung Ting Ho, Mr. Edwin Chuang Ka Fung, Miss Ann Li Mee Sum, Mrs. Candy Kotewall Chuang Ka Wai, Mr. Geoffrey Chuang Ka Kam and Mr. Chan Chun Man are the executive directors of the Company, and Mr. Abraham Shek Lai Him, Mr. Fong Shing Kwong, Mr. Yau Chi Ming, Mr. David Chu Yu Lin and Mr. Tony Tse Wai Chuen are the independent non-executive directors of the Company.