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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Zhongliang Holdings Group Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In order to update and bring the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) in line with the latest requirements under the Listing Rules in relation to (i) the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (ii) the amendments made to the Listing Rules relating to treasury shares which will take effect on 11 June 2024; and (iii) incorporate other consequential and housekeeping amendments, the board (the “**Board**”) of directors of the Company (the “**Directors**”) proposed to amend the existing Memorandum and Articles of Association (the “**Proposed Amendments**”) and to adopt the third amended and restated memorandum and articles of the Company (the “**Amended and Restated Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the Amended and Restated Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company which is scheduled on 20 June 2024, (the “**2024 AGM**”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the 2024 AGM, the prevailing Memorandum and Articles of Association shall remain valid.

The full text of the Amended and Restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company in due course.

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

Hong Kong, 27 May 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.