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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)

DISCLOSEABLE TRANSACTION ACQUISITION OF 50% EQUITY INTERESTS IN THE PROJECT COMPANY

THE TRANSACTION

The Board hereby announces that as the development of the Project has been completed and delivered, and for the purpose of facilitating the management of the Project, on 3 July 2026, the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Project Cooperation Termination Agreement to unwind their cooperation for the Project. Pursuant to the Project Cooperation Termination Agreement, among other things, the Purchaser agreed to acquire and the Vendor agreed to sell 50% equity interest in the Project Company at the consideration of RMB8,770,000, which shall be paid by the Project Company on behalf of the Purchaser to the Vendor. Upon completion of the Transaction, the Project Company will become an indirect wholly-owned subsidiary of the Company.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Transaction is more than 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

BACKGROUND

The Board hereby announces that on 3 July 2026, the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Project Cooperation Termination Agreement to unwind their cooperation for the Project. Pursuant to the Project Cooperation Termination Agreement, among other things, the Purchaser agreed to acquire and the Vendor agreed to sell 50% equity interest in the Project Company at the consideration of RMB8,770,000.

THE PROJECT COOPERATION TERMINATION AGREEMENT

Date

3 July 2026

Parties

- (1) the Purchaser;
- (2) the Vendor; and
- (3) the Project Company

Subject matter

As at the date of this announcement, the Project Company is held as to 50% by the Purchaser, and 50% by the Vendor, and is an associate of the Purchaser. Pursuant to the Project Cooperation Termination Agreement, the Purchaser agreed to acquire and the Vendor agreed to sell 50% equity interest in the Project Company at the consideration of RMB8,770,000.

Consideration and completion

The consideration for the acquisition of 50% equity interest in the Project Company is RMB8,770,000, which shall be paid by the Project Company on behalf of the Purchaser in one lump sum to the account designated by the Vendor in cash within three working days after the signing of the Project Cooperation Termination Agreement.

The consideration for the Transaction was determined after arm's length negotiations between the parties, with reference to: (i) the financial status of the Project Company, including the unaudited total asset value and net asset value of the Project Company as at 31 December 2025; and (ii) the operating results of the Project, including its financial situation and distributable profits.

Upon completion of the Transaction, the Project Company will become an indirect wholly-owned subsidiary of the Company.

INFORMATION REGARDING THE PARTIES

The Purchaser

The Purchaser is a company established in the PRC with limited liability, and an indirect wholly-owned subsidiary of the Company. Its principal business is to develop residential properties in the PRC.

The Vendor

The Vendor is a company established in the PRC with limited liability and principally engaged in property development.

The Vendor is held as to 100% by Rongan Property Co., Ltd. (榮安地產股份有限公司) (“**Rongan Property**”), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000517). To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Vendor and Rongan Property are Independent Third Parties.

Project Company

The Project Company was established in the PRC, which was primarily engaged in real estate development of the Project. The Project is a residential project and has been fully developed and delivered (including residential units and carparks), with the total construction area of approximately 98,200 square meters.

As at the date of this announcement, the Project Company is held as to 50% by the Purchaser, an indirect wholly-owned subsidiary of the Company, and 50% by the Vendor, and is an associate of the Purchaser.

FINANCIAL INFORMATION ON THE PROJECT COMPANY

The unaudited consolidated financial information of the Project Company (as prepared in accordance with the PRC generally accepted accounting principles) for the years ended 31 December 2024 and 2025 were as follows:

	For the year ended 31 December 2025 (unaudited) RMB’000	For the year ended 31 December 2024 (unaudited) RMB’000
Net profit before taxation	477	132
Net profit/(loss) after taxation	449	(4,565)

Based on the financial information of the Project Company, the unaudited total asset value and net asset value of the Project Company as at 31 December 2025 were approximately RMB54,469,000 and RMB18,988,000, respectively.

REASONS FOR AND BENEFITS OF THE TRANSACTION

As the Project developed by the Project Company has already been completed and delivered, it is the Group's intention to unwind the cooperation to allow more flexibility in managing the Project Company. Following completion of the Transaction, the Company will gain full control over the Project, which will not only ensure the Group's autonomy in managing the Project but also enable the Group to make more effective and timely strategic decisions.

The Directors are of the view that the Transaction and the terms of the Project Cooperation Termination Agreement are on normal commercial terms, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Transaction is more than 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	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)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and are not connected persons (as defined in the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Project”	Du Hui Gardan* (都會雅園), which is a residential project located in Longgang, Wenzhou City, Zhejiang Province, the PRC
“Project Company”	Longgang Lianghui Real Estate Co., Ltd.* (龍港市梁匯置業有限公司), a company established in the PRC with limited liability, being a company established for the development of the Project
“Project Cooperation Termination Agreement”	the project cooperation termination agreement entered into between the Purchaser and the Vendor on 3 July 2026 in relation to the Transaction
“Purchaser”	Zhejiang Liangchen Real Estate Development Co., Ltd.* (浙江梁辰房地產開發有限公司), a company established in the PRC with limited liability, and an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

“Transaction”	the acquisition by the Purchaser from the Vendor of 50% equity interest in the Project Company pursuant to the Project Cooperation Termination Agreement
“Vendor”	Ningbo Kanghan Investment Co., Ltd.* (寧波康瀚投資有限公司), a company established in the PRC with limited liability
“%”	per cent

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

Hong Kong, 3 July 2026

As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. Zhao Peng and Mr. Yeung Tak Yip are the executive Directors, and Mr. Au Yeung Po Fung, Mr. Wong Kai Hing and Ms. Chak Wai Ting are the independent non-executive Directors.

* *For identification purposes only*