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)

VOLUNTARY ANNOUNCEMENT
UPDATE ON THE IMPLEMENTATION OF ACTION PLANS TO RESOLVE THE DISCLAIMER OF OPINION

Reference is made to (1) the annual report of Zhenro Properties Group Limited (the "**Company**") for the year ended 31 December 2025, in which the Company's auditors expressed a disclaimer of opinion on the Company's financial statements for the year, and (2) the announcements (collectively the "**Announcements**") published by the Company on 30 June 2025, 6 August 2025, 30 September 2025, 31 December 2025, 31 March 2026, 30 June 2026, 8 July 2026, 21 July 2026 and 10 August 2026, respectively. Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The board of directors of the Company (the "**Board**") announces that, on 20 August 2026, a term sheet (the "**Term Sheet**") setting out the proposed terms of the Company's offshore holistic liability management solutions (the "**Offshore Restructuring Plan**") to address its liquidity issue was sent to certain creditors of the Company and its subsidiaries (the "**Group**"), including the petitioner that presented a winding-up petition against Zhenro Hong Kong Limited, as announced by the Company on 8 July 2026 and 21 July 2026.

The key terms set out in the Term Sheet include, among other things:

(1) the cancellation of the debts and the full release and discharge of the Company, Zhenro Hong Kong Limited, the subsidiary guarantors and other obligors, as well as certain other parties, from their obligations and liabilities in respect of such debts, subject to the terms of the Term Sheet;

(2) the issuance of new shares of the Company to the creditors who approve the Scheme of Arrangement (as defined below) on a pro rata basis according to the outstanding principal amount of the debts held by them as at the relevant record date; and

(3) the issuance of new shares of the Company to the creditors on a pro rata basis according to the outstanding principal amount of the debts held by them as at the relevant record date.

If the key terms of the Term Sheet are acceptable to the selected creditors, it is expected that the Company will propose a scheme of arrangement (the "**Scheme of Arrangement**") relating to the cancellation and release of the indebtedness owed by the Group to its offshore creditors based on the terms of the Term Sheet.

The Offshore Restructuring Plan and the Scheme of Arrangement remain subject to agreement with the creditors and the satisfaction of certain conditions precedent, including, but not limited to, obtaining the approvals of the relevant authorities, the court and the shareholders of the Company.

The Term Sheet may or may not be acceptable to the selected creditors, and the Offshore Restructuring Plan (including the Scheme of Arrangement) may or may not proceed. The Company will make further announcements as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should seek professional advice from their own professional or financial advisers.

By Order of the Board
Zhenro Properties Group Limited
Chan King Tak
Chairman of the Board

Hong Kong, 20 August 2026

As at the date of this announcement, the executive Directors are Mr Chan King Tak and Mr Jin Mingjie; the non-executive Director is Mr Chow Wai Shing Daniel; and the independent non-executive Directors are Mr Wang Chuanxu, Mr Xie Jun and Ms Yang Yongyi.