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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 AMENDMENT IN RESPECT OF THE BONDS AND

ISSUE OF ADDITIONAL BONDS AND MANDATORY CONVERTIBLE BONDS UNDER GENERAL MANDATE

BACKGROUND

References are made to the Company's announcements dated 21 November 2023, 28 December 2023, 21 March 2024 and the Company's circular dated 12 December 2023 in relation to, among others, the Bonds, and the CS Announcements in relation to, among others, the Consent Solicitation. Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as defined in the CS Announcements.

The Proposed Amendment and the Supplemental Indentures will become operative upon the Payment Date, being the date on which payment is made by the Company of the Cash Consent Fee and upon obtaining the approval from the Stock Exchange pursuant to Rule 28.05 of the Listing Rules.

The Company will make further announcement if necessary.

PROPOSED AMENDMENT IN RESPECT OF THE BONDS

Pursuant to the Bonds Supplemental Indenture executed on 16 June 2025 by the Company, the Subsidiary Guarantors and the Trustee, and delivered to the Trustee, each party thereto has agreed, for the benefit of the others and for the equal and ratable benefits of the Holders of the Bonds, to amend certain terms and covenants in the Bond Indenture in connection with the Consent Solicitation Statement.

ISSUE OF ADDITIONAL BONDS UNDER GENERAL MANDATE

Upon the execution of the Bonds Supplemental Indenture to the Bonds Indenture, Additional Bonds in principal amount of US\$1,792,882 (equal to the interest amount that would have accrued from 1 January 2025 to 31 December 2026 (both dates inclusive) had the Bonds Supplemental Indenture not been entered into, calculated based on the updated interest rate, being 1.5% per annum) will be issued and distributed pro rata to Holders of record as of the Record Date (for each Holder, rounded to the nearest United States dollar with half a United States dollar being rounded upwards).

ISSUE OF MANDATORY CONVERTIBLE BONDS UNDER GENERAL MANDATE

Pursuant to the Consent Solicitation, the Company will issue the PIK Consent Fee in the form of Mandatory Convertible Bonds in an aggregate principal amount of US\$10,813,744 to Eligible Holders of the relevant Securities who have validly delivered their Consents under the relevant Securities on or prior to the Consent Expiration Deadline.

GENERAL MANDATE

As at the date of this announcement, the Company has not utilized any part of the General Mandate. The unutilized General Mandate is sufficient to cover all the Additional CB Conversion Shares and the MCB Conversion Shares. Accordingly, (i) the issue and allotment of the Additional CB Conversion Shares; and (ii) the MCB Indenture and the transactions contemplated thereunder, including the issue and allotment of the MCB Conversion Shares under the General Mandate, are not subject to Shareholders' approval.

BACKGROUND

References are made to the Company's announcements dated 21 November 2023, 28 December 2023, 21 March 2024 and the Company's circular dated 12 December 2023 in relation to, among others, the Bonds, and the CS Announcements in relation to, among others, the Consent Solicitation. Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as defined in the CS Announcements.

As set out in the CS announcements, the Supplemental Indentures with respect to the Securities have been executed on 16 June 2025 by the Company, the Subsidiary Guarantors and the Trustee, and delivered to the Trustee. The Proposed Amendment has become effective and binding on all Holders of the relevant Securities, including non-consenting Holders.

The Proposed Amendment and the Supplemental Indentures will become operative upon the Payment Date, being the date on which payment is made by the Company of the Cash Consent Fee and upon obtaining the approval from the Stock Exchange pursuant to Rule 28.05 of the Listing Rules.

The Company will make further announcement if necessary.

PROPOSED AMENDMENT IN RESPECT OF THE BONDS

Pursuant to the Bonds Supplemental Indenture executed on 16 June 2025 by the Company, the Subsidiary Guarantors and the Trustee, and delivered to the Trustee, each party thereto has agreed, for the benefit of the others and for the equal and ratable benefits of the Holders of the Bonds, to amend certain terms and covenants in the Bond Indenture in connection with the Consent Solicitation Statement.

Details of the Proposed Amendment in respect of the Bonds are set out below:

	Original terms	Proposed Amendments
Maturity:	1 July 2027	1 July 2029
Interest:	Interest shall commence to accrue from the Reference Date and is payable semi-annually in arrears on the outstanding principal amount of the Bonds at 3.0% per annum. For the avoidance of doubt, the Bonds shall not bear any interest prior to the Reference Date. Interest on the outstanding principal amount of the Bonds shall be paid in the following manner: (a) for the first year after the Reference Date, interest may be paid in cash or as CB PIK Interest, at the election of the Company; and (b) from the beginning of the second year after the Reference Date, interest shall be paid in cash.	Interest shall commence to accrue from 1 January 2027 and is payable semi-annually in arrears on the outstanding principal amount of the Bonds at 1.5% per annum or from the most recent Interest Payment Date thereafter to which interest has been paid or duly provided for and shall be payable on the Interest Payment Dates. For the avoidance of doubt, the Bonds shall not bear any interest prior to 1 January 2027.

Mandatory Redemption: The Bonds shall be repayable in the amounts and on the redemption dates in the redemption schedule as set forth below (each, a “**Mandatory Redemption Date**”).

- (i) The Company shall redeem the Required Principal of the Bonds at a redemption price equal to 100% of the principal amount of the Bonds redeemed plus accrued and unpaid interest, if any, to (but excluding) the relevant Mandatory Redemption Date as set forth below (the “**Mandatory Redemption Schedule**”).

Mandatory Redemption Date	Principal amount to be redeemed	Mandatory Redemption Date	Principal amount to be redeemed
1 July 2025	3% of the Issue Amount of the Bonds	1 July 2027	3% of the Issue Amount of the Bonds
1 January 2026	3% of the Issue Amount of the Bonds	1 January 2028	3% of the Issue Amount of the Bonds
1 July 2026	3% of the Issue Amount of the Bonds	1 July 2028	3% of the Issue Amount of the Bonds
1 January 2027	6% of the Issue Amount of the Bonds	1 January 2029	6% of the Issue Amount of the Bonds

(ii) If the Accumulated Sales from 1 January 2023 to 1 October 2024 exceeds RMB120 billion, the Company shall redeem an additional Required Principal of 3% of the Issue Amount of the Bonds on 1 January 2025, and the Mandatory Redemption Schedule shall therefore be updated and replaced as follows:

(ii) If the Accumulated Sales from 1 January 2023 to 1 October 2024 exceeds RMB120 billion, the Company shall redeem an additional Required Principal of 3% of the Issue Amount of the Bonds on 1 January 2027, and the Mandatory Redemption Schedule shall therefore be updated and replaced as follows:

Mandatory Redemption Date	Principal amount to be redeemed	Mandatory Redemption Date	Principal amount to be redeemed
1 January 2025	3% of the Issue Amount of the Bonds	1 January 2027	3% of the Issue Amount of the Bonds
1 July 2025	3% of the Issue Amount of the Bonds	1 July 2027	3% of the Issue Amount of the Bonds
1 January 2026	3% of the Issue Amount of the Bonds	1 January 2028	3% of the Issue Amount of the Bonds
1 July 2026	3% of the Issue Amount of the Bonds	1 July 2028	3% of the Issue Amount of the Bonds
1 January 2027	6% of the Issue Amount of the Bonds	1 January 2029	6% of the Issue Amount of the Bonds

(iii) If the Accumulated Sales from 1 January 2023 to 1 October 2025 exceeds RMB160 billion, the Company shall redeem the (a) Required Principal of 6% of the Issue Amount (instead of 3% of the Issue Amount) of the Bonds on 1 January 2026 and (b) Required Principal of 6% of the Issue Amount (instead of 3% of the Issue Amount) of the Bonds on 1 July 2026. In such case, the Mandatory Redemption Schedule for the principal amount of the Bonds to be redeemed by the Company on and from 1 January 2026 shall therefore be updated and replaced as follows:

(iii) If the Accumulated Sales from 1 January 2023 to 1 October 2025 exceeds RMB160 billion, the Company shall redeem the (a) Required Principal of 6% of the Issue Amount (instead of 3% of the Issue Amount) of the Bonds on 1 January 2028 and (b) Required Principal of 6% of the Issue Amount (instead of 3% of the Issue Amount) of the Bonds on 1 July 2028. In such case, the Mandatory Redemption Schedule for the principal amount of the Bonds to be redeemed by the Company on and from 1 January 2028 shall therefore be updated and replaced as follows:

Mandatory Redemption Date	Principal amount to be redeemed	Mandatory Redemption Date	Principal amount to be redeemed
1 January 2026	6% of the Issue Amount of the Bonds	1 January 2028	6% of the Issue Amount of the Bonds
1 July 2026	6% of the Issue Amount of the Bonds	1 July 2028	6% of the Issue Amount of the Bonds
1 January 2027	6% of the Issue Amount of the Bonds	1 January 2029	6% of the Issue Amount of the Bonds

(iv) If the Accumulated Sales from 1 January 2023 to 1 October 2026 exceeds RMB180 billion, the Company shall redeem Required Principal of 20% of the Issue Amount (instead of 6% of the Issue Amount) of the Bonds on 1 January 2027. In such case, the Mandatory Redemption Schedule for the principal amount of the Bonds to be redeemed by the Company on and from 1 January 2027 shall therefore be updated and replaced as follows:

Mandatory Redemption Date	Principal amount to be redeemed
1 January 2027	20% of the Issue Amount of the Bonds

(iv) If the Accumulated Sales from 1 January 2023 to 1 October 2026 exceeds RMB180 billion, the Company shall redeem Required Principal of 20% of the Issue Amount (instead of 6% of the Issue Amount) of the Bonds on 1 January 2029. In such case, the Mandatory Redemption Schedule for the principal amount of the Bonds to be redeemed by the Company on and from 1 January 2029 shall therefore be updated and replaced as follows:

Mandatory Redemption Date	Principal amount to be redeemed
1 January 2029	20% of the Issue Amount of the Bonds

**Conversion
Notice:**

Upon the exercise of any conversion right attaching to any Bond, the holder thereof must complete, execute and deposit at his own expense during the usual office hours (being 9:00 a.m. to 3:00 p.m., Monday to Friday on which commercial banks are open for business, other than a business day during a closed period) in the city at the specified office of any conversion agent a notice of conversion (a “**Conversion Notice**”), together with the relevant certificated bond (if applicable) and a written confirmation from the Holder that any amounts required to be paid by the Holder under the terms of the Indenture have been so paid or, if notice requiring redemption has been given by the holder of such Convertible Bond pursuant to the terms of the Indenture, then up to the close of business (at the place aforesaid) on the day prior to the giving of such notice. Conversion rights shall be exercised subject in each case to any applicable fiscal or other laws or regulations applicable in the jurisdiction in which the specified office of the conversion agent to whom the relevant Conversion Notice is delivered is located.

Upon the exercise of any conversion right attaching to any Bond, the holder thereof must complete, execute and deposit at his own expense during the usual office hours (being 9:00 a.m. to 3:00 p.m. on the 1st or 16th of each calendar month, or, if such day is not a business day, the next immediately succeeding calendar day on which commercial banks are open for business, other than a business day during a closed period (the “**Conversion Notice Acceptance Date**”)) in the city at the specified office of any conversion agent a notice of conversion (a “**Conversion Notice**”), together with the relevant certificated bond (if applicable) and a written confirmation from the Holder that any amounts required to be paid by the Holder under the terms of the Indenture have been so paid or, if notice requiring redemption has been given by the holder of such Bond pursuant to the terms of the Indenture, then up to the close of business (at the place aforesaid) on the day prior to the giving of such notice. Conversion rights shall be exercised subject in each case to any applicable fiscal or other laws or regulations applicable in the jurisdiction in which the specified office of the conversion agent to whom the relevant Conversion Notice is delivered is located. Conversion Notices received by the conversion agent on a date other than a Conversion Notice Acceptance Date shall be processed on the immediately succeeding Conversion Notice Acceptance Date.

Upon the execution and delivery of the Bonds Supplemental Indenture, Additional Bonds shall be issued and distributed pro rata to Holders. All expressions of “3.0% Convertible Bonds due 2027” in the Bonds Indenture (including all Exhibits thereto) will be amended and restated to “1.5% Convertible Bonds due 2029”. For details of the Additional Bonds to be issued by the Company, please refer to the section headed “Issue of Additional Bonds under General Mandate” below.

Except as disclosed above, all other principal terms and conditions of the Bonds remain unchanged.

ISSUE OF ADDITIONAL BONDS UNDER GENERAL MANDATE

Upon the execution of the Bonds Supplemental Indenture to the Bonds Indenture, Additional Bonds in principal amount of US\$1,792,882 (equal to the interest amount that would have accrued from 1 January 2025 to 31 December 2026 (both dates inclusive) had the Bonds Supplemental Indenture not been entered into, calculated based on the updated interest rate, being 1.5% per annum) will be issued and distributed pro rata to Holders of record as of the Record Date (for each Holder, rounded to the nearest United States dollar with half a United States dollar being rounded upwards).

Assuming full conversion of the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share and based on the agreed exchange rate of US\$1.00 = HK\$7.80, up to 17,480,599 Additional CB Conversion Shares will be issued. The Additional CB Conversion Shares represent:

- (a) approximately 0.40% of the entire issued share capital of the Company as at the date of this announcement; and
- (b) approximately 0.40% of the issued share capital of the Company as enlarged by the issue of the Additional CB Conversion Shares.

The Additional CB Conversion Shares, upon full conversion, will have an aggregate nominal value of HK\$174,805.99.

Based on the closing price of the Shares of HK\$0.081 on 23 June 2025, the last trading day of the Shares immediately prior to the date of this announcement, and assuming full conversion of the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share, the Additional CB Conversion Shares have a value of approximately HK\$1,415,928.52.

Application will be made by the Company to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Additional CB Conversion Shares.

For details of the principal terms of the Additional Bonds, please refer to the Company’s circular dated 12 December 2023 and the section headed “Proposed Amendments in respect of the Bonds” above.

ISSUE OF MANDATORY CONVERTIBLE BONDS UNDER GENERAL MANDATE

Pursuant to the Consent Solicitation, the Company will issue the PIK Consent Fee in the form of Mandatory Convertible Bonds in an aggregate principal amount of US\$10,813,744 to Eligible Holders of the relevant Securities who have validly delivered their Consents under the relevant Securities on or prior to the Consent Expiration Deadline.

The principal terms of the Mandatory Convertible Bonds are set out below:

- | | |
|--------------------------|--|
| Issuer | : The Company |
| Principal amount | : US\$10,813,744 |
| Maturity Date | : 364 days after the Issue Date (the “ Maturity Date ”) |
| Interest | : Zero |
| Conversion period | : The Mandatory Convertible Bonds are convertible from the later of (i) 14 calendar days after the Issue Date and (ii) the date that the conditional listing approval from the Stock Exchange in respect of the MCB Conversion Shares become unconditional and fully effective to 10 trading days prior to the Maturity Date or, if such Mandatory Convertible Bonds shall have been called for redemption by the Company before the Maturity Date, then up to the close of business (at the place aforesaid) on a date no later than 15 days (both days inclusive and in the place aforesaid) prior to the date fixed for redemption thereof. |
| Conversion price | : The MCB Conversion Price per MCB Conversion Share is HK\$0.8. The MCB Conversion Price represents: <ul style="list-style-type: none">(a) a premium of approximately 841.18% to the closing price of the Shares of HK\$0.085 on 28 May 2025, being the last trading day prior to the signing of the Consent Solicitation Statement;(b) a premium of approximately 863.86% to the closing price of the Shares of HK\$0.083 on the date of this announcement; and |

- (c) a premium of approximately 875.61% to the average closing price of the Shares of HK\$0.082 for the five trading days immediately prior to the date of this announcement.

The MCB Conversion Price was determined arms' length negotiations between the Company and the Holders after taking into account, among other things, the Share price performance of the Company and the assessment of acceptability of the Holders towards the terms of the Consent Solicitation with a view to achieving a sustainable capital structure. The initial MCB Conversion Price is at a premium to the closing price of HK\$0.085 per Share as quoted on the Stock Exchange on 28 May 2025, being the last trading day prior to the signing of the Consent Solicitation on the same day, is value accretive for existing Shareholders and is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**Maximum number of
MCB Conversion
Shares to be issued**

: Assuming full conversion of the Mandatory Convertible Bonds at the MCB Conversion Price of HK\$0.8 per Share and based on the agreed exchange rate of US\$1.00 = HK\$7.80, up to 105,434,004 MCB Conversion Shares will be issued. The MCB Conversion Shares represent:

- (a) approximately 2.43% of the entire issued share capital of the Company as at the date of this announcement; and
- (b) approximately 2.37% of the issued share capital of the Company as enlarged by the issue of such MCB Conversion Shares

The MCB Conversion Shares, upon full conversion, will have an aggregate nominal value of HK\$1,054,340.04.

Based on the closing price of the Shares of HK\$0.081 on 23 June 2025, the last trading day of the Shares immediately prior to the date of this announcement, and assuming full conversion of the Mandatory Convertible Bonds at the MCB Conversion Price of HK\$0.8 per Share, the MCB Conversion Shares have a value of approximately HK\$8,540,154.32.

Security and guarantee	: The Mandatory Convertible Bonds will be secured by: (a) the charges over the issued shares of the Subsidiary Guarantors granted by the Company and the relevant Subsidiary Guarantors in favor of a collateral agent; and (b) equity interests in certain companies held by the relevant subsidiaries of the Company. The Convertible Bonds will be guaranteed by the Subsidiary Guarantors and JV Subsidiary Guarantor (if any).
Redemption events	: Optional Redemption Subject to the terms of the Mandatory Convertible Bonds, at any time and from time to time during the tenor of the Mandatory Convertible Bonds, the Company has the right to redeem the Mandatory Convertible Bonds, in whole or in part at a redemption price of 100% to but excluding the relevant redemption date.
Ranking	: The MCB Conversion Shares, when allotted and issued to a holder, shall rank <i>pari passu</i> in all respects with the Shares in issue on the date on which such holder is registered as such in the Company's register of members.
Voting rights	: The holder(s) of the Mandatory Convertible Bonds shall not have any right to attend or vote in any general meeting of the Company.
Transferability	: The Mandatory Convertible Bonds are freely transferable subject to conditions.
Listing	: Application will be made for the listing and quotation of the Mandatory Convertible Bonds on the SGX-ST or another stock exchange with international standing. Application will be made by the Company to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the MCB Conversion Shares.

GENERAL MANDATE

At the annual general meeting of the Company held on 12 June 2025, a resolution of the Shareholders was passed to grant to the Directors the General Mandate. Pursuant to the General Mandate, the Company was authorized to issue and allot up to 868,879,617 Shares, representing 20% of the number of Shares in issue on the date of passing such resolution.

Assuming full exercise of the conversion rights attaching to (i) the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Additional CB Conversion Share; and (ii) the Mandatory Convertible Bonds at the MCB Conversion Price of HK\$0.8 per MCB Conversion Share, an aggregate of 122,914,603 new Shares will be allotted and issued by the Company, representing (i) approximately 2.83% of the total number of issued Shares as at the date of this announcement; (ii) approximately 2.49% of the total number of issued Shares as enlarged by the issue of 582,685,125 Shares upon full conversion of the Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; and (iii) approximately 2.43% of the total number of issued Shares as enlarged by the issue of 582,685,125 Shares upon full conversion of the Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share, the issue of 17,480,599 Additional CB Conversion Shares upon full conversion of the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share and the issue of 105,434,004 MCB Conversion Shares upon full conversion of the Mandatory Convertible Bonds.

As at the date of this announcement, the Company has not utilized any part of the General Mandate. The unutilized General Mandate is sufficient to cover all the Additional CB Conversion Shares and the MCB Conversion Shares. Accordingly, (i) the issue and allotment of the Additional CB Conversion Shares; and (ii) the MCB Indenture and the transactions contemplated thereunder, including the issue and allotment of the MCB Conversion Shares under the General Mandate, are not subject to Shareholders' approval.

INFORMATION ON THE COMPANY

The Company is a company incorporated in the Cayman Islands with limited liability, which is listed on the main board of the Stock Exchange. The Company is principally engaged in real estate development in the PRC with its headquarters located in Shanghai and rooted in the Yangtze River Delta with a national footprint. The Group has land bank across five core economic areas in China, namely, the Yangtze River Delta, the Midwest China, the Pan-Bohai Rim, Western Taiwan Straits and the Pearl River Delta.

REASONS FOR AND THE BENEFITS OF THE ISSUE OF THE ADDITIONAL BONDS AND THE MANDATORY CONVERTIBLE BONDS

As stated in the CS Announcement dated 28 May 2025, since the second half of 2021, the Company is working on generating sufficient cash flow to meet its financial commitment, through extension of its existing credit facilities, seeking for other alternative financing and borrowings and expenditure conservation. The Group also implemented measures to mitigate the challenges from adverse industry conditions, including through accelerating sales and cash collection. As part of these efforts, the Company conducted the Consent Solicitation to improve its financial condition and stability, extend its debt maturity profile, strengthen its balance sheet, improve cash flow management and reduce the interest expenses of the Company. The issue of the Additional Bonds forms part of the Consent Solicitation and the issue of the Mandatory Convertible Bonds is a part of the Consent Fee to be paid to the consenting Eligible Holders in accordance with the terms and conditions of the Consent Solicitation Statement in relation to the Consent Solicitation.

No net proceeds will be received by the Group from the issue of the Additional Bonds and the Mandatory Convertible Bonds.

None of the Directors has a material interest in the proposed issue of the Additional Bonds and the Mandatory Convertible Bonds. None of the Directors was required to abstain from voting on the board resolutions in relation to the proposed issue of the Additional Bonds and the Mandatory Convertible Bonds. The Directors consider the terms of the proposed issue of the Additional Bonds and the Mandatory Convertible Bonds are fair and reasonable based on the current market conditions and are on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

EQUITY FUNDRAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company has not carried out any equity fund raising activities in the past 12 months immediately before the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company in relation to the issue of the Additional Bonds and the Mandatory Convertible Bonds:

- (a) as at the date of this announcement;
- (b) immediately upon full conversion of the Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; and

- (c) immediately upon (i) full conversion of the Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; and (ii) full conversion of the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; and (iii) full conversion of the Mandatory Convertible Bonds.

Further assuming there is no other change in the issued share capital of the Company from the date of this announcement up to the date of the full conversion of the Additional Bonds and the Mandatory Convertible Bonds and based on the agreed exchange rate of US\$1 = HK\$7.8:

	(a) As at the date of this announcement		(b) Immediately upon full conversion of the Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share		(c) Immediately upon (i) full conversion of the Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; and (ii) full conversion of the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; and (iii) full conversion of the Mandatory Convertible Bonds	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Liangzhong International Co., Ltd.	2,822,167,839	64.96	2,822,167,839	57.28	2,822,167,839	55.88
Liangtai International Co., Ltd	59,414,060	1.37	59,414,060	1.20	59,414,060	1.18
Holders of the Bonds	0	0.00	582,685,125	11.83	582,685,125	11.54
Holders of the Additional Bonds	0	0.00	0	0.00	17,480,599	0.35
Holders of the Mandatory Convertible Bonds	0	0.00	0	0.00	105,434,004	2.09
Other Shareholders	<u>1,462,816,187</u>	<u>33.67</u>	<u>1,462,816,187</u>	<u>29.69</u>	<u>1,462,816,187</u>	<u>28.96</u>
Total	<u>4,344,398,086</u>	<u>100.00</u>	<u>4,927,083,211</u>	<u>100.00</u>	<u>5,049,987,814</u>	<u>100.00</u>

The Stock Exchange has granted the Company a public float waiver under Rule 8.08(1)(a) of the Listing Rules to accept a lower public float percentage of the total issued share capital of 17.06%, which the Company has maintained at all times since its listing. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the holders of the Bonds, holders of the Additional Bonds and holders of the Mandatory Convertible Bonds is an Independent Third Party; and (ii) it is expected that none of the Holders will hold more than 10% of the enlarged share capital of the Company upon full conversion of the Bonds, the Additional Bonds and the Mandatory Convertible Bonds, and the Company will be able to meet the prescribed public float requirement at all times and upon full conversion of the Bonds, the Additional Bonds and the Mandatory Convertible Bonds.

Under the terms of the Bonds, the Additional Bonds and the Mandatory Convertible Bonds, there is no conversion restriction on the Bonds, the Additional Bonds and the Mandatory Convertible Bonds if the Company's public float falls below the minimum level as permitted under the Listing Rules. In order to ensure the minimum public float is met upon conversion of the Bonds, the Additional Bonds and the Mandatory Convertible Bonds, the Company will monitor its public float on a continuous basis and use its best efforts to ensure the conversion of the Bonds, the Additional Bonds and the Mandatory Convertible Bonds will not cause the public float of the Company to drop below the prescribed public float requirement.

As at the date of this announcement, there were 13,900,000 outstanding share options with an exercise price of HK\$5.83 per share option which entitle the holders of the share options to subscribe for 13,900,000 Shares under the share option scheme of the Company. Save as disclosed above, as at the date of this announcement, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

DEFINITIONS

Unless the context otherwise requires, terms used in this announcement shall have the following respective meanings:

“Accumulated Sales”	the accumulated Contracted Sales calculated from 1 January 2023 to the applicable specific end dates (both days inclusive) in relation to the Bonds
“Additional Bonds”	the additional Bonds in principal amount of US\$1,792,882 to be issued by the Company and distributed pro rata to Holders of record as of 27 May 2025
“Additional CB Conversion Shares”	the additional Shares to be issued upon conversion of the Additional Bonds
“CB Conversion Price”	the conversion price per Share (subject to adjustments) in respect of the Bonds
“CB Conversion Shares”	the Shares to be issued upon conversion of the Bonds
“CB PIK Interest”	paid-in-kind interest under the Bonds

“Contracted Sales”	in respect of each relevant period from 1 January 2023 to the applicable specific end dates (both days inclusive) in relation to the Bonds, the cumulative contracted sales of the Company and certain restricted subsidiaries, joint ventures and associates for that period, as disclosed in the latest annual results of the Company or otherwise publicly announced on the Stock Exchange, or, if not so disclosed or announced, calculated consistently with the contracted sales data for the year ended 31 December 2022 as disclosed in the Company’s annual results announced on the Stock Exchange on 30 March 2023
“CS Announcements”	the announcements of the Company dated 28 May 2025, 5 June 2025 and 16 June 2025 in relation to, among others, the Consent Solicitation, each a “CS Announcement”
“General Mandate”	the general mandate granted to the Directors pursuant to the ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 12 June 2025 to issue, allot and deal with additional Shares (including any sale or transfer of treasury shares of the Company) of not exceeding 20% of the then total number of issued Shares (excluding treasury shares)
“Independent Third Party(ies)”	a person, or in the case of a company, the company of its ultimate beneficial owner(s), who is independent of and not connected with the Company and its subsidiaries and its connected persons and its ultimate beneficial owner(s) or their respective associates
“Interest Payment Date”	1 July 2027, 1 January 2028, 1 July 2028, 1 January 2029 and 1 July 2029
“Issue Amount”	the original principal amount of the Convertible Bonds issued on the Restructuring Effective Date
“Issue Date”	the issue date of the Mandatory Convertible Bonds to be further announced by the Company
“Listing Rules”	the Rules Governing the Listing on Securities on The Stock Exchange of Hong Kong Limited
“Mandatory Convertible Bonds”	the zero coupon mandatory convertible bonds due 2026 in an aggregate principal amount of US\$10,813,744 to be issued by the Company

“MCB Conversion Price”	the conversion price per Share (subject to adjustments) in respect of the Mandatory Convertible Bonds
“MCB Conversion Share”	the Shares to be issued upon conversion of the Mandatory Convertible Bonds
“MCB Indenture”	the indenture to be entered into between, among others, the Company, the Subsidiary Guarantors and the Trustee that specifies the terms and conditions of the Mandatory Convertible Bonds
“Reference Date”	1 January 2024
“Required Principal”	with respect to any Mandatory Redemption Date, the greater of (a) zero and (b) a principal amount of the Bonds calculated as (i) the “Principal amount to be redeemed” set forth in the applicable table on such Mandatory Redemption Date minus (ii) the aggregate principal amount of the Bonds redeemed (other than the aggregate principal amount redeemed by prior redemptions on any Mandatory Redemption Date pursuant to the RSA) on or prior to such Mandatory Redemption Date (which have not been deducted from the Required Principal on a prior Mandatory Redemption Date pursuant to the RSA). If the amount under (ii) is greater than (i), such excess portion shall be carried forward as though it forms part of (ii) for the purposes of the redemptions pursuant to the RSA on future Mandatory Redemption Date (with allocation by chronological order)
“Restructuring Effective Date”	20 March 2024
“RSA”	the restructuring support agreement dated 14 July 2023 entered into by, among others, the Company and an ad-hoc group of offshore creditors of the Company, as amended from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company

“Shareholder(s)” holders of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

On behalf of the Board
Zhongliang Holdings Group Company Limited
Yang Jian
Chairman

Hong Kong, 24 June 2025

As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian, Mr. Yeung Tak Yip and Ms. Hu Hui are the executive Directors, and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.