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## **Zhongliang Holdings Group Company Limited**

**中 梁 控 股 集 團 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2772)**

### **COMPLETION OF CONSENT SOLICITATION RELATING TO 5.0% SENIOR NOTES DUE 2027 AND 3.0% CONVERTIBLE BONDS DUE 2027**

**AND**

### **ISSUANCE OF ADDITIONAL NOTES, ADDITIONAL BONDS AND MANDATORY CONVERTIBLE BONDS**

References are made to the announcements of the Company dated May 28, 2025, June 5, 2025, June 16, 2025 and June 24, 2025 (the “**Announcements**”), the consent solicitation statement dated May 28, 2025 (as amended and supplemented prior to the date hereof, the “**Consent Solicitation Statement**”) in relation to the Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements and the Consent Solicitation Statement, as the context requires.

#### **COMPLETION OF CONSENT SOLICITATION**

The Company is pleased to announce that the Company has obtained approval from the Stock Exchange pursuant to Rule 28.05 of the Listing Rules and the Company has also made payment of the applicable Cash Consent Fee in relation to the Consent Solicitation. As such, the Proposed Amendment and the Supplemental Indentures have become operative.

The Company has also obtained the approval for the listing of, and the permission to deal in, the CB Conversion Shares, the Additional CB Conversion Shares, the MCB Conversion Shares has been obtained from the Listing Committee of the Stock Exchange.

## **ISSUANCE OF ADDITIONAL NOTES, ADDITIONAL BONDS AND MANDATORY CONVERTIBLE BONDS**

Pursuant to the Consent Solicitation, the Company issued (i) additional Notes in principal amount of US\$62,962,290 to Holders of record as of May 27, 2025 and (ii) Additional Bonds. On June 27, 2025, the Company also issued the PIK Consent Fee in the form of Mandatory Convertible Bonds 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**

At the annual general meeting of the Company held on June 12, 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 CB Conversion Shares at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Share; (ii) the Additional Bonds at the minimum reset adjusted CB Conversion Price of HK\$0.8 per Additional CB Conversion Share; and (iii) the Mandatory Convertible Bonds at the MCB Conversion Price of HK\$0.8 per MCB Conversion Share, an aggregate of 705,599,728 new Shares will be allotted and issued by the Company, representing (i) approximately 16.24% of the total number of issued Shares as at the date of this announcement; (ii) approximately 14.32% 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 13.97% 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.

Prior to the date of this announcement, the Company had not utilized any part of the General Mandate. The unutilized General Mandate is sufficient to cover all the CB Conversion Shares, the Additional CB Conversion Shares and the MCB Conversion Shares. Accordingly, (i) the issue and allotment of CB Conversion Shares; (ii) the issue and allotment of the Additional CB Conversion Shares; and (iii) 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.

Following the issue and allotment of an aggregate of 705,599,728 new Shares by the Company under the Bonds, the Additional Bonds and the Mandatory Convertible Bonds, the remaining number of Shares which can be issued by the Company under the General Mandate is 163,279,889 Shares as at the date of this announcement.

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

Hong Kong, June 30, 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.*