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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)

SUPPLEMENT TO THE CONSENT SOLICITATION STATEMENT RELATING TO 5.0% SENIOR NOTES DUE 2027 AND 3.0% CONVERTIBLE BONDS DUE 2027

Reference is made to the announcement of the Company dated May 28, 2025 (the “**Announcement**”) and the consent solicitation statement dated May 28, 2025 (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 Announcement and the Consent Solicitation Statement.

SUPPLEMENT TO THE CONSENT SOLICITATION STATEMENT

The Company has issued a supplemental consent solicitation statement dated June 5, 2025 (the “**Supplemental Consent Solicitation Statement**”) to provide certain additional and clarificatory information to the Holders, which are considered by the Company as not material or adverse to Holders, and the Early Consent Fee Deadline as well as the Expiration Deadline will remain unchanged. Holders who have validly delivered their Consents do not need to take any further action and may not revoke their Consents.

Holders who have not delivered their Consents wishing to participate in this Consent Solicitation must submit, or arrange to have submitted on its behalf, on or prior to the Expiration Deadline and before the deadlines set by Euroclear and Clearstream (unless this Consent Solicitation is terminated earlier), a valid Electronic Consent Instruction to Euroclear or Clearstream, as the case may be. Only direct participants in Euroclear or Clearstream may submit Electronic Consent Instructions through Euroclear and Clearstream. If you are not a direct participant in Euroclear or

Clearstream, you must arrange for the direct participant through which you hold the Securities to submit an Electronic Consent Instruction on your behalf to the relevant clearing system prior to the deadline specified by the relevant clearing system. **Instructions in connection with the Consent Solicitation shall remain irrevocable.**

Except as set forth in the Supplemental Consent Solicitation Statement, all other terms and conditions of the Consent Solicitation as set out in the Consent Solicitation Statement remain unchanged.

FURTHER DETAILS

For a detailed statement of the terms and conditions of the Consent Solicitation, Holders should refer to the Consent Solicitation Statement as supplemented by the Supplemental Consent Solicitation Statement.

All documentation relating to the Consent Solicitation, including any updates are available via the following website: <https://clients.dfkingltd.com/zhongliang>.

GENERAL

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE CONSENT SOLICITATION STATEMENT.

SHAREHOLDERS, ELIGIBLE HOLDERS OF THE SECURITIES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION. AS THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE SECURITIES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY AND THE SECURITIES.

The Consent Solicitation is not being made to holders of Securities in any jurisdiction where the making or acceptance of the Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Consent Solicitation will not be made to (nor will Consents be accepted from or on behalf of) any holder of Securities residing in such jurisdiction.

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

Hong Kong, June 5, 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.