

*Unless otherwise defined herein, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated June 27, 2019 (the “**Prospectus**”) issued by Zhongliang Holdings Group Company Limited (the “**Company**”).*

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*In connection with the Global Offering, CCB International Capital Limited, as the stabilizing manager (the “**Stabilizing Manager**”) (or its affiliates or any person acting for it), on behalf of the Underwriters, may over-allocate or carry out transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period which begins on the Listing Date. However, there is no obligation on the Stabilizing Manager (or its affiliates or any person acting for it) to do this. Such stabilizing action, if taken, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time, and must be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering, being Wednesday, August 7, 2019. Such stabilizing action, if taken, may only be effected in Hong Kong in compliance with all applicable laws, rules and regulations in place, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” in the Prospectus.*

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Wednesday, August 7, 2019, being the 30th day after the last day for the lodging of the applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Offer Shares, and therefore the price of the Offer Shares, could fall.*



## 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)

## PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

### PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Representative (for itself and on behalf of the other International Underwriters) on August 5, 2019 (after trading hours) in respect of an aggregate of 51,791,500 additional new Shares (the “**Over-allotment Shares**”), representing approximately 9.77% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option) to cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$5.55 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

Further announcement will be made by the Company after the end of the stabilization period.

### PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Representative (for itself and on behalf of the other International Underwriters) on August 5, 2019 (after trading hours) in respect of an aggregate of 51,791,500 Over-allotment Shares, representing approximately 9.77% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option) to cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$5.55 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares have been used to facilitate the return of 51,791,500 Shares of the 79,500,000 Shares borrowed by the Stabilizing Manager from Liangzhong, which were used to cover over-allocations in the International Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on August 7, 2019.

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholders	Immediately before the issue and allotment of the Over-allotment Shares		Immediately after the issue and allotment of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Liangzhong	2,822,167,839*	79.95%	2,822,167,839	78.79%
Liangyi	89,121,090	2.53%	89,121,090	2.49%
Liangtai	59,414,060	1.68%	59,414,060	1.66%
Abundant Talent	29,297,011**	0.83%	29,297,011**	0.82%
Public shareholders	<u>530,000,000</u>	<u>15.01%</u>	<u>581,791,500</u>	<u>16.24%</u>
<b>Total</b>	<b><u>3,530,000,000</u></b>	<b><u>100%</u></b>	<b><u>3,581,791,500</u></b>	<b><u>100%</u></b>

\* Inclusive of the borrowed Shares to be returned to Liangzhong by the Stabilizing Manager.

\*\* Shares counted towards public float.

The Company estimates that it will receive additional net proceeds of approximately HK\$277.6 million from the issue of the Over-allotment Shares, after deducting the underwriting commissions, incentive fee, transaction levy and trading fee (as applicable) payable by the Company in relation to the exercise of the Over-allotment Option. The Company intends to apply the additional net proceeds for the same purposes as set out in the section headed “Future Plans and Use of Proceeds — Use of Proceeds” in the Prospectus.

The Company confirms that immediately following the completion of the Global Offering and the partial exercise of the Over-allotment Option as disclosed in this announcement, the number of issued Shares in the hands of the public will represent at least 17.06% of the total number of issued Shares and will satisfy the minimum percentage as prescribed in the waiver granted by the Stock Exchange from strict compliance with Rule 8.08 of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

A further announcement will be made by the Company at the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong, August 6, 2019

*As at the date of this announcement, Mr. Yang Jian, Mr. Huang Chunlei, Mr. Xu Liangqiong and Mr. Ling Xinyu are the executive Directors, and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.*