

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.



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)

REPURCHASE OF NOTES

(STOCK CODE: 40005)

This announcement is made by the Zhongliang Holdings Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 37.48 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcements of the Company dated 20 September 2019, 26 September 2019, 27 September 2019 and 10 October 2019 in relation to the 11.5% senior notes due September 2021 in the aggregate principal amount of US\$400 million (the “**September 2021 Notes**”) issued by the Company and the listing thereof on the Stock Exchange, and announcements dated 21 July 2021, 26 July 2021, 27 July 2021, 30 July 2021, 10 August 2021 and 11 August 2021 in relation to the repurchase of the September 2021 Notes (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcements.

On 12 August 2021, the Group purchased the September 2021 Notes in an aggregate principal amount of US\$19.4 million in the open market, representing approximately 4.85% of the aggregate principal amount of the September 2021 Notes originally issued.

Up to the date of this announcement and inclusive of the aforementioned repurchase, the Group has purchased the September 2021 Notes at an aggregate principal amount of US\$51.8 million in the open market, representing approximately 12.95% of the aggregate principal amount of the September 2021 Notes originally issued.

Subject to the Board's discretion, the repurchased notes may or may not be cancelled.

The Company will continue to monitor market conditions and its financial structure and may further repurchase its senior notes as and when appropriate.

Pursuant to Rule 37.48(a) of the Listing Rules, the Company will make further announcements for every subsequent 5% interval of initial aggregate principal amount of the September 2021 Notes repurchased or cancelled in accordance with their terms and conditions.

The Company may or may not purchase further senior notes in the future. Noteholders and potential investors should note that any on-market purchase of senior notes from time to time by the Company will be at the Board's sole and absolute discretion. There is no assurance of the timing, amount or price of any purchase of the senior notes or whether the Company will make any further purchase at all. Noteholders and potential investors should therefore exercise caution when dealing in any senior notes of the Company.

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

Hong Kong, 12 August 2021

As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian and Mr. Yau Sze Ka (Albert) are the executive directors of the Company; and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive directors of the Company.