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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)

REPURCHASE AND CANCELLATION OF JANUARY 2022 NOTES (STOCK CODE: 40567) AND REMITTANCE OF FUNDS TO TRUSTEE FOR REPAYMENT OF JANUARY 2022 NOTES AT MATURITY

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 15 September 2021, 27 September 2021, 5 October 2021, 7 October 2021, 27 October 2021, 11 November 2021, 26 November 2021, 3 December 2021, 17 December 2021, 29 December 2021, 4 January 2022 and 17 January 2022, respectively, in relation to the repurchase of the 7.5% senior notes due January 2022 (the “**January 2022 Notes**”) (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcements.

Repurchase and cancellation of January 2022 Notes

As announced by the Company on 29 December 2021, an aggregate principal amount of US\$68.81 million of the January 2022 Notes were cancelled (“**First Cancellation**”). After the First Cancellation, the outstanding aggregate principal amount of the January 2022 Notes was US\$181.19 million, representing approximately 72.48% of the initial aggregate principal amount of the January 2022 Notes.

Between 17 January 2022 and 18 January 2022, the Group further repurchased the January 2022 Notes in an aggregate principal amount of US\$16.103 million, representing approximately 6.44% of the aggregate principal amount of the January 2022 Notes originally issued, or approximately 8.89% of the aggregate principal amount of the January 2022 Notes outstanding after the First Cancellation.

As at the date of this announcement, an aggregate principal amount of US\$65.396 million of the January 2022 Notes were further cancelled (“**Second Cancellation**”). After the Second Cancellation, the outstanding aggregate principal amount of the January 2022 Notes is US\$115.794 million, representing approximately 46.32% of the initial aggregate principal amount of the January 2022 Notes.

Remittance of funds to Trustee for repayment of January 2022 Notes at maturity

As at the date of this announcement, the Company has remitted all necessary funds in an aggregate amount representing the outstanding principal amount and accrued interest of the January 2022 Notes to the Trustee for the repayment of such outstanding amount of the January 2022 Notes at maturity.

The Company may or may not purchase further senior notes in the future. Noteholders and potential investors should note that any 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, 25 January 2022

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.