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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)

GRANT OF VALIDATION ORDER

Reference is made to the announcement of the Company dated 22 November 2022 (the “**Announcement**”). Unless otherwise defined, all capitalized terms used in this announcement shall have the same meaning as defined in the Announcement.

As disclosed in the Announcement, a winding-up petition was filed against the Company on 21 November 2022. If the Company is ultimately wound up as a result of the Petition, any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company, made after the date of the presentation of the Petition, will be void as a matter of Hong Kong law unless a validation order is obtained from the High Court.

The Company announces that it had applied for validation order (the “**Validation Order**”) for transfer of the issued shares of the Company under the Petition and the Validation Order was granted by the High Court on 23 February 2023 that, *inter alia*, all transfers of the issued shares of the Company, insofar as they have been paid up or credited as fully paid up, from the date of the presentation of the Petition, shall not be void by virtue of section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance notwithstanding the presentation of the Petition.

The Company will make further announcement(s) to keep its shareholders and investors informed of any significant developments in relation to the Petition as and when appropriate.

Holders of securities of the Company and potential investors are reminded to consider the related risks and exercise caution when dealing in the securities of the Company.

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

Hong Kong, 8 March 2023

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