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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Zhongliang Holdings Group Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In order to reflect and align with the new requirements under the amendments to the Listing Rules in relation to the shareholder protection standards as set out in Appendix 3 to the Listing Rules, provide flexibility to the Company in relation to the conduct of general meetings and incorporate other consequential and housekeeping amendments, the board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes certain amendments (the “**Proposed Amendments**”) to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”). In view of the number of the amendments to be made to the Memorandum and Articles of Association regarding the Proposed Amendments, the Board proposes to seek approval of the shareholders of the Company (the “**Shareholders**”) to the adopt the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the new Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company which is scheduled on 1 June 2023, (the “**2023 AGM**”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the 2023 AGM, the prevailing Memorandum and Articles of Association shall remain valid.

Full version of new Memorandum and Articles of Association will be set out in the appendix to the circular to be despatched to the Shareholders in due course.

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

Hong Kong, 28 April 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.