Zhenro Properties Group Limited
正榮地產集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6158)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by Zhenro Properties Group Limited (the "**Company**") pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors (the "**Directors**") of the Company announces that on 7 August 2020, the Company (as borrower) and certain of its wholly-owned subsidiaries incorporated outside the People's Republic of China (as the original guarantors) entered into a facility agreement (the "**Facility Agreement**") with Bank of China (Hong Kong) Limited, CMB Wing Lung Bank Limited, Hang Seng Bank Limited and certain other financial institutions (as lenders) for dual-currency term loan facilities in the amount of HK$273 million (in respect of the Hong Kong Dollar term loan facility) and US$106 million (in respect of the US Dollar term loan facility), totaling approximately US$141 million (the "**Loan Facilities**", each a "**Loan Facility**"), for a term of 36 months from the date of the first utilisation of a Loan Facility.

As provided in the Facility Agreement, if (i) Mr. Ou Zongrong, Mr. Ou Guoqiang and Mr. Ou Guowei (collectively, the "**Relevant Persons**") collectively (a) do not or cease to, directly or indirectly, own at least 51% of the beneficial shareholding in the Company, carrying at least 51% of the voting right in the Company, of which at least 45% of the beneficial shareholding must, at all times from the date of the Facility Agreement for so long as any liability is outstanding or any commitment is in force, be free from any security; (b) are not or cease to be the single largest group of shareholder of the Company; and/or (c) do not or cease to have management control over the Company; and/or (ii) the chairman of the Company is not any of Mr. Huang Xianzhi, Mr. Liu Weiliang or Mr. Chan Wai Kin (each being an existing executive Director) or any of the Relevant Persons, the commitments under the Loan Facilities may be cancelled and all amounts outstanding together with accrued interest and all other amounts accrued under the Loan Facilities may become immediately due and payable.

As at the date of this announcement, Mr. Ou Zongrong, Mr. Ou Guoqiang and Mr. Ou Guowei beneficially owns approximately 54.60%, 4.99% and 4.97% of the issued share capital of the Company, respectively and are the controlling shareholders of the Company within the meaning of the Listing Rules.

The Company shall continue to make relevant disclosures in the subsequent interim and annual reports of the Company pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

By Order of the Board
Zhenro Properties Group Limited
Huang Xianzhi
Chairman

Hong Kong, 7 August 2020

As at the date of this announcement, the executive Directors are Mr. Huang Xianzhi, Mr. Chan Wai Kin and Mr. Liu Weiliang, the non-executive Director is Mr. Ou Guowei, and the independent non-executive Directors are Dr. Loke Yu (alias Loke Hoi Lam), Mr. Wang Chuanxu and Mr. Lin Hua.