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ZHONGZHENG INTERNATIONAL COMPANY LIMITED

中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**” or the “**Meeting**”) of Zhongzheng International Company Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 10 July 2025 at Unit 5, 10/F, Bank of East Asia Harbour View Centre, No.56 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolutions as resolutions of the Company (words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular of the Company dated 19 June 2025 (the “**Circular**”)):

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon, among others, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below):
 - (a) every twenty (20) issued and unissued shares of par value of HK\$0.00004 each in the share capital of the Company be and are hereby consolidated into one (1) share of par value of HK\$0.0008 (the “**Consolidated Shares**”) (the “**Share Consolidation**”);
 - (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the board (the “**Board**”) of directors of the Company (the “**Directors**”) may think fit;

- (c) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and
- (d) any one of the Directors be and is hereby authorised to do all such acts and things and execute all documents he/she considers necessary, desirable or expedient to give effect to any or all of the foregoing arrangements, the Share Consolidation and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) subject to compliance with the Companies Act 1981 of Bermuda and with effect immediately upon passing of this special resolution, the entire amount standing to the credit of the share premium account of the Company of approximately HK\$899.1 million standing be cancelled (the **“Share Premium Reduction”**) and the Directors be and are hereby authorised to transfer the credit arising from the Share Premium Reduction to the contributed surplus account of the Company to be applied towards setting off part of the accumulated losses of the Company; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect of the Share Premium Reduction and the transactions contemplated thereunder.”

3. **THAT**, subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the **“Whitewash Waiver”**) of the obligation on the part of Mr. Low Thiam Herr (**“Subscriber I”**), Mr. Lim Kim Chai, J.P. (**“Subscriber II”**), together with Subscriber I as the **“Subscribers”**) and parties acting in concert with them to make a mandatory general offer to the shareholders of the Company for all the issued shares of the Company (other than those already owned or agreed to be acquired by the Subscribers and parties acting in concert with them) which might otherwise arise as a result of the Subscribers subscribing for the Capitalisation Shares (as defined below) under the Debt Capitalisation Agreements (as defined below) pursuant to Note 1 on Dispensations from Rule 26 of The Code on Takeovers and Mergers be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

ORDINARY RESOLUTIONS

4. “THAT

- (a) the conditional debt capitalisation agreement (the “**Debt Capitalisation Agreement I**”) dated 15 May 2025 and entered into between the Company as issuer and Subscriber I as subscriber in relation to, among others, the subscription of the 289,574,140 new Consolidated Shares of HK\$0.0008 each in the share capital of the Company (the “**Capitalisation Shares I**”) at the subscription price of HK\$0.2 per Capitalisation Share I (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Capitalisation Shares I, the allotment and issue of the Capitalisation Shares I in accordance with the terms and conditions of the Debt Capitalisation Agreement I and the transactions contemplated thereunder be and is hereby approved;
- (c) the Board be and is hereby granted with a specific mandate to allot and issue the Capitalisation Shares I to Subscriber I; and
- (d) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Debt Capitalisation Agreement I and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of the Capitalisation Shares I and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its Shareholders as a whole.”

5. “THAT

- (a) the conditional debt capitalisation agreement (the “**Debt Capitalisation Agreement II**”, together with the Debt Capitalisation Agreement I as the “**Debt Capitalisation Agreements**”) dated 15 May 2025 and entered into between the Company as issuer and Subscriber II as subscriber in relation to, among others, the subscription of the 215,000,000 new Consolidated Shares of HK\$0.0008 each in the share capital of the Company (the “**Capitalisation Shares II**”, together with the Capitalisation Shares I as the “**Capitalisation Shares**”) at the subscription price of HK\$0.2 per Capitalisation Share II (a copy of which is produced to the Meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Capitalisation Shares II, the allotment and issue of the Capitalisation Shares II in accordance with the terms and conditions of the Debt Capitalisation Agreement II and the transactions contemplated thereunder be and is hereby approved;
- (c) the Board be and is hereby granted with a specific mandate to allot and issue the Capitalisation Shares II to Subscriber II; and
- (d) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Debt Capitalisation Agreement II and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of the Capitalisation Shares II and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its Shareholders as a whole.”

6. **“THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 19 June 2025 (the **“Circular”**):
- (a) the issue by way of rights shares (the **“Rights Issue”**) of up to 572,899,170 new Consolidated Shares (the **“Rights Shares”** and each a **“Rights Share”**) at a subscription price of HK\$0.2 per Rights Share to the qualifying shareholders (the **“Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company on Monday, 28 July 2025 or such other date as may be determined by the Company for the determination of the entitlements under the Rights Issue (the **“Record Date”**) (other than those shareholders (the **“Non-Qualifying Shareholders”**) with registered addresses outside Hong Kong whom the Directors of the Company, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of one (1) Rights Share for every two (2) Consolidated Shares of the Company then held on the Record Date and pursuant to the terms and conditions as set out in the Circular of which this notice convening the Meeting forms part, be and is hereby approved;
 - (b) the conditional underwriting agreement (the **“Underwriting Agreement”**) dated 15 May 2025 and entered into among the Company and Subscriber I as underwriter (a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (c) any one of the Directors be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Non-Qualifying Shareholders as he deems necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong; and

- (d) any one of the Directors be and is hereby authorised to do all such acts and things, as he may in his discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Rights Issue and the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Rights Issue and the Underwriting Agreement and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in his opinion, appropriate and in the interests of the Company and its shareholders as a whole.”

By order of the Board
Zhongzheng International Company Limited
Liu Liyang
Executive Director

Hong Kong, 19 June 2025

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Unit 5, 10/F
Bank of East Asia Harbour View Centre
No.56 Gloucester Road
Wanchai
Hong Kong

Notes:

1. The register of members of the Company will be closed from Monday, 7 July 2025 to Thursday, 10 July 2025 (both dates inclusive) for the purpose of ascertaining entitlement of shareholders of the Company (the “**Shareholder(s)**”) to attend and vote at the SGM. No transfer of the shares of the Company (the “**Shares**”) will be registered on those dates. In order to qualify for the Shareholders’ entitlement to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 4 July 2025.

2. The Company will not serve or provide refreshments drinks or souvenirs at the SGM. Any Shareholder entitled to attend and vote at the SGM may choose to vote by filling in and submitting the relevant proxy form of the SGM, and appoint the chairman of the SGM as a proxy to vote on relevant resolution on his/her/its behalf as instructed in accordance with the relevant proxy form instead of attending the SGM in person. For details, please refer to the proxy form of the SGM.
3. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the SGM is entitled to appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending the SGM and vote in person if the member so wishes, but the proxy's authority to vote on a resolution is to be regarded as revoked if the member attends in person at the SGM and votes on that particular resolution.
4. A proxy form for the SGM is enclosed with the Company's circular. Such proxy form is also published on the website of the Stock Exchange at www.hkexnews.hk and the Company at www.zhongzheng.com.hk. In order to be valid, a proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting.
5. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
6. Any voting at the SGM shall be taken by poll.
7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of the Company at (www.zhongzheng.com.hk) and on the website of the Stock Exchange at (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Tam Lup Wai, Franky, and Mr. Liu Liyang; one non-executive Director, namely Mr. Lim Kim Chai, J.P.; and four independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Leung Chi Hung, Mr. Li Hon Kuen and Ms. Yang Yan Tung Doris.