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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)

DESPATCH OF CIRCULAR AND REVISED EXPECTED TIMETABLE

Reference is made to the announcement of Zhongzheng International Company Limited (the “**Company**”) dated 15 May 2025 (the “**Announcement**”) in relation to, among other things, the Share Consolidation, the Share Premium Reduction, the Change in Board Lot Size, the Debt Capitalisation and the Rights Issue; and (ii) the announcement of the Company dated 5 June 2025 in relation to, among other things, the delay in despatch of the Circular. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context otherwise requires.

DESPATCH OF CIRCULAR

The Circular containing, among other things, (i) further details of the Proposals; (ii) a letter of recommendations from the Independent Board Committee; (iii) a letter of advice from Merdeka Corporate Finance to the Independent Board Committee and the Independent Shareholders; (iv) other information required under the Listing Rules and the Takeovers Code; and (v) a notice convening the SGM has been despatched to the Shareholders on Thursday, 19 June 2025. The SGM will be held at Unit 5, 10/F, Bank of East Asia Harbour View Centre, No.56 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 10 July 2025.

REVISED EXPECTED TIMETABLE

Following the despatch of the Circular, the expected timetable of the Proposals will be revised as follows:

Events	Date and time
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Despatch date of the Circular, proxy form and notice of the SGM.	On Thursday, 19 June 2025
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Latest time for lodging transfers of the Shares to qualify for attendance and voting at the SGM.	4:00 p.m. on Friday, 4 July 2025
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Register of members of the Company closes to determine entitlement to attend and vote at the SGM (both dates inclusive)	Monday, 7 July 2025 to Thursday, 10 July 2025
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Latest time for lodging proxy forms for the SGM	11:00 a.m. on Tuesday, 8 July 2025
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Record date for determining attendance and voting at the SGM.	Thursday, 10 July 2025
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Expected date and time of the SGM	11:00 a.m. on Thursday, 10 July 2025
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Announcement of poll results of the SGM	Thursday, 10 July 2025
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The following events are conditional on the results of the SGM and fulfillment of conditions of the Rights Issue including, among other things, completion of the Debt Capitalisation, and therefore the dates are tentative only.

Register of members of the Company re-opens.	Friday, 11 July 2025
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Effective date of the Share Consolidation	Monday, 14 July 2025
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Commencement of dealings in the Consolidated Shares	9:00 a.m. on Monday, 14 July 2025
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First day of free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares	Monday, 14 July 2025
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Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 14 July 2025
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Temporary counter for trading
in the Consolidated Shares in board lots
of 400 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. on Monday, 14 July 2025

Expected date of completion of the
Debt Capitalisation Tuesday, 15 July 2025

Last day of dealing in the Consolidated Shares
on a cum-rights basis. Thursday, 17 July 2025

First day of dealing in the Consolidated Shares
on an ex-rights basis Friday, 18 July 2025

Latest time for lodging transfers of the Shares
to qualify for the Rights Issue 4:00 p.m. on Monday, 21 July 2025

Register of members of the Company closes
to determine eligibility for the Rights Issue
(both dates inclusive) Tuesday, 22 July 2025 to
Monday, 28 July 2025

Record date for determining eligibility
for the Rights Issue Monday, 28 July 2025

Original counter for trading in the
Consolidated Shares in board lots of 16,000
Consolidated Shares (in the form of
new share certificates) re-opens 9:00 a.m. on Monday, 28 July 2025

Parallel trading in the Consolidated Shares
(in the form of both existing share certificates
and new share certificates) commences Monday, 28 July 2025

Designated broker starts to stand in the market
to provide matching services for odd lots of
the Consolidated Shares 9:00 a.m. on Monday, 28 July 2025

Register of members of the Company re-opens Tuesday, 29 July 2025

Despatch of the Prospectus Documents
(in case of Non-Qualifying Shareholder(s),
the Prospectus only) Tuesday, 29 July 2025

First day for dealings in nil-paid
Rights Shares in new board lot of
16,000 Rights Shares. Thursday, 31 July 2025

Latest time for splitting of the PAL 4:00 p.m. on Monday, 4 August 2025

Last day for dealings in nil-paid
Rights Shares Thursday, 7 August 2025

Latest time for acceptance of and
payment for the Rights Shares. 4:00 p.m. on Tuesday, 12 August 2025

Announcement of the number of the
Unsubscribed Rights Shares subject
to the Compensatory Arrangements. Wednesday, 13 August 2025

Commencement of placing of the
Unsubscribed Rights Shares by the
Placing Agent, on best effort basis Thursday, 14 August 2025

Designated broker ceases to provide
matching services for odd lots of the
Consolidated Shares 4:00 p.m. on Friday, 15 August 2025

Temporary counter for trading in the
Consolidated Shares in board lots of
400 Consolidated Shares (in the form of
existing share certificates) closes 4:10 p.m. on Friday, 15 August 2025

Parallel trading in the Consolidated Shares
(in the form of both existing share
certificates and new share certificates) ends . . . 4:10 p.m. on Friday, 15 August 2025

End of placing of the Unsubscribed
Rights Shares 4:00 p.m. on Monday, 18 August 2025

Latest time to terminate the Underwriting
Agreement and for the Rights Issue to
become unconditional 4:00 p.m. on Tuesday, 19 August 2025

Announcement of the results of the
Rights Issue and results of the
Compensatory Arrangements. Tuesday, 19 August 2025

Latest time for free exchange of existing share
certificates for new share certificates 4:00 p.m. on Tuesday, 19 August 2025

Despatch of certificates for fully-paid
Rights Shares Wednesday, 20 August 2025

Despatch of refund cheques, if any
(if the Rights Issue is terminated) Wednesday, 20 August 2025

Commencement of dealings in fully-paid
Rights Shares 9:00 a.m. on Thursday, 21 August 2025

Payment of Net Gain to relevant
No Action Shareholders (if any) Wednesday, 27 August 2025

All times and dates stated above refer to Hong Kong local times and dates. The expected timetable for the Proposals set out above and all dates and deadlines specified in this announcement are indicative only and may be varied. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

WARNINGS

Shareholders and potential investors of the Company should note that the transactions contemplated under the Proposals are subject to, among other things, the Independent Shareholders' approval at the SGM and the granting of the Whitewash Waiver by the Executive. Accordingly, the transactions contemplated under the Proposals may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their positions, they should consult their professional advisers.

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

Hong Kong, 19 June 2025

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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.