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ZHONGZI INTERNATIONAL HOLDINGS LIMITED

中資國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8118)

COMPLETION AND SECOND SUPPLEMENTAL ANNOUNCEMENT OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

References are made to the announcements of Zhongzi International Holdings Limited (the “**Company**”) dated 11 September 2026 and 18 September 2026, in respect of the placing of a maximum of 100,000,000 Placing Shares at the Placing Price of HK\$0.049 per Placing Share under General Mandate (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions of the Placing have been fulfilled and Completion took place on 7 October 2026. A total of 100,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.049 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

The Placing Shares represent approximately 20.00% of the existing issued share capital of the Company immediately before completion of the Placing and approximately 16.67% of the issued share capital of the Company as enlarged by the Placing Shares.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Placees and their respective ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined in the GEM Listing Rules) upon Completion.

USE OF PROCEEDS

The gross proceeds and the net proceeds from the Placing (after deduction of placing fee and other expenses of the Placing) are approximately HK\$4.90 million and HK\$4.83 million respectively. The Company intends to apply the net proceeds from the Placing as follows:

Expected use of proceeds	Approximately Amount (HK\$)	Expected time of utilisation
Settlement of staff cost and payroll	HK\$2.3 million	By the end of December 2026
Settlement of administrative & office expenses	HK\$1.3 million	By the end of November 2026
Trade and other payables	<u>HK\$1.23 million</u>	By the end of October 2026
Total	<u><u>HK\$4.83 million</u></u>	

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately before and after the Completion:

Name of Shareholders	Immediately before the Completion		Immediately after the Completion	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Directors:				
Mr. Shiu Kwok Leung	124,000,000	24.80%	124,000,000	20.67%
Mr. Huang Aizhong	119,544,000	23.91%	119,544,000	19.92%
Public Shareholders:				
Placees (Note)	—	—	100,000,000	16.67%
Other public Shareholders	<u>256,456,000</u>	<u>51.29%</u>	<u>256,456,000</u>	<u>42.74%</u>
Total	<u><u>500,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>600,000,000</u></u>	<u><u>100.00%</u></u>

Note:

None of the Placees has become a substantial shareholder of the Company immediately upon Completion.

SUPPLEMENTAL INFORMATION IN RELATION TO THE PLACING

The Board would like to provide the following additional information in relation to the Placing:

Mr. Huang Aizhong (“**Mr. Huang**”), an executive Director, has expressed dissenting views on 11 September 2026, 15 September 2026 and 22 September 2026 regarding the Placing and publication of the Announcements. Mr. Huang’s main objections are (i) procedural issues, that the Company’s announcement on 11 September 2026 was published on short

notice without having convened a formal Board meeting; (ii) lack of information provided at the Board meeting to consider the Placing, that he was not provided with sufficient relevant documents or supporting legal opinions in a timely manner; and (iii) disclaimer of responsibility, that he has expressly dissented from approving the terms of the Placing and as such, refused to take collective responsibility for the contents of the Announcements.

The Board (excluding Mr. Zheng Yi, who was absent from the attendance of the relevant Board meetings and Mr. Huang) wishes to clarify that (i) resolutions proposed in formal Board meetings ratifying the Placing was passed in accordance with the articles of association of the Company, where seven Directors (with Mr. Zheng Yi being absent) attended and voted, and six attending Directors voted for and one attending Director, being Mr. Huang, voted against such resolutions; (ii) the Company has obtained legal advice from its Cayman Islands legal advisor, which confirmed that the Placing could be, and have been, subsequently ratified by the Board; and (iii) sufficient information in relation to the Placing has been provided, including the key terms of the Placing, the relevant agreements and draft announcements, and the legal advice were provided to Mr. Huang and no objection on the commercial rationale of the Placing has been raised by Mr. Huang.

In view of the above, the Board (excluding Mr. Zheng Yi and Mr. Huang) confirms that the Placing Agreement is valid and was fully authorised by the Board.

By order of the Board
Zhongzi International Holdings Limited
Shiu Kwok Leung
Chairman

Hong Kong, 7 October 2026

As at the date of this announcement, the executive Directors are Mr. Shiu Kwok Leung, Mr. Shao Chiliang, Mr. Zheng Yi, Mr. Huang Aizhong and Mr. On Ka Shing; and the independent non-executive Directors are Mr. Lang Jilu, Mr. Cheng Hok Ming Albert and Ms. Chung Hoi Yan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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