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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 OCTOBER 2026; (2) RETIREMENT OF DIRECTORS; (3) CHANGES OF COMPOSITION OF BOARD COMMITTEES; AND (4) NON-COMPLIANCE WITH THE GEM LISTING RULES

The board of directors (the “**Board**”) of Zhongzi International Holdings Limited (the “**Company**”) is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting of the Company held on 16 October 2026 (the “**AGM**”). The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 30 April 2026.	293,652,050 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Huang Aizhong as an executive director of the Company.	138,969,050 (44.22%)	175,272,000 (55.78%)
3.	To re-elect Mr. On Ka Shing as an executive director of the Company.	165,183,050 (54.31%)	138,968,000 (45.69%)
4.	To re-elect Ms. Chung Hoi Yan as an independent non-executive director of the Company.	175,273,050 (55.78%)	138,968,000 (44.22%)
5.	To re-elect Mr. Cheng Hok Ming Albert as an independent non-executive director of the Company.	62,623,050 (20.59%)	241,528,000 (79.41%)
6.	To re-elect Mr. Lang Jilu as an independent non-executive director of the Company.	62,623,050 (20.59%)	241,528,000 (79.41%)
7.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	293,652,050 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
8.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorize the board of directors of the Company to fix the auditors' remuneration.	175,273,050 (55.78%)	138,968,000 (44.22%)
9.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution (the " Buyback Mandate ").	293,652,050 (100.00%)	0 (0.00%)
10.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company (including any sales or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution (the " Issuance Mandate ").	175,273,050 (55.78%)	138,968,000 (44.22%)
11.	Conditional upon the passing of resolutions nos. 9 and 10, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company (including any sales or transfer of treasury shares out of treasury) by the total number of shares repurchased by the Company under the Buyback Mandate.	293,652,050 (100.00%)	0 (0.00%)
Special Resolution		Number of Votes (%)	
		For	Against
12.	To approve the proposed amendments to the existing second amended and restated memorandum and articles of association and adopt the third amended and restated memorandum and articles of association pursuant to special resolution of the notice of the Meeting.	293,652,050 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the proposed resolution numbered 1, 3, 4, 7, 8, 9, 10, 11 above, these proposed resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As less than 50% of the votes were cast in favour of each of the proposed resolution numbered 2, 5, 6 above, such proposed resolution was not passed as ordinary resolutions of the Company.

As no less than 75% of the votes were cast in favour of the proposed resolution numbered 12 above, such resolution was duly passed as a special resolution of the Company at the AGM.

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 600,000,000 shares. In relation to all resolutions proposed at the AGM, the total number of shares entitling the holders to attend and vote on the resolutions at the AGM was 600,000,000 shares. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and there were no shares requiring the holders to abstain from voting at the AGM. Executive Directors, namely, Mr. Shiu Kwok Leung, Mr. Shao Chiliang and Mr. On Ka Shing; and independent non-executive Directors, namely, Ms. Chung Hoi Yan attended the AGM in person or by electronic means. Executive Directors, namely, Mr. Huang Aizhong and Mr. Zheng Yi and independent non-executive Directors, namely Mr. Lang Jilu and Mr. Cheng Hok Ming Albert did not attend the AGM due to other business commitments.

CCTH CPA Limited acted as scrutineer for the poll at the AGM.

RETIREMENT OF DIRECTORS

As indicated above, the proposed resolution numbered 2, 5, 6 regarding the re-election of Mr. Huang Aizhong (“**Mr. Huang**”) as an executive Director and Mr. Lang Jilu (“**Mr. Lang**”) and Mr. Cheng Hok Ming Albert (“**Mr. Cheng**”) as the independent non-executive Directors were not passed as ordinary resolution at the AGM. Accordingly, with effect from the conclusion of the AGM, Mr. Huang retired as an executive Director and Mr. Lang and Mr. Cheng retired as the independent non-executive Directors.

The Board would like to express its sincere gratitude to Mr. Huang, Mr. Lang and Mr. Cheng for their valuable contributions to the Company during their tenure of office.

CHANGES OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 16 October 2026:

1. Mr. Cheng ceased to be the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee;
2. Mr. Lang ceased to be a member of each of the audit committee, the remuneration committee and the nomination committee;
3. Ms. Chung Hoi Yan has been appointed as the chairman of the remuneration committee.

NON-COMPLIANCE WITH THE GEM LISTING RULES

The Board noted that, upon the retirement of Mr. Lang and Mr. Cheng, the Company, having only one independent non-executive Director and only one member in the Audit Committee, is not in compliance with:

- (i) Rule 5.05(1) of the GEM Listing Rules, which stipulates that the board of directors of an issuer must include at least three independent non-executive directors;
- (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee must comprise a minimum of three members;
- (iii) Rule 5.34 of the GEM Listing Rules, which the remuneration committee comprising a majority of independent non-executive Directors; and
- (iv) Rule 5.36A of the GEM Listing Rules, which the nomination committee comprising a majority of independent non-executive Directors.

The Board will use its best endeavours to identify suitable candidate(s) to fill the vacancy as soon as possible, and in any event, within three months from 16 October 2026 in accordance with the GEM Listing Rules. Further announcement(s) will be made by the Company in relation to such appointment as and when appropriate.

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

Hong Kong, 16 October 2026

As at the date of this announcement, the executive Directors are Mr. Shiu Kwok Leung, Mr. Shao Chiliang, Mr. Zheng Yi and Mr. On Ka Shing; and the independent non-executive Director is 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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