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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) APPOINTMENT OF EXECUTIVE DIRECTOR;**
- (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- (3) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES;**
- (4) NON-COMPLIANCE WITH THE GEM LISTING RULES;**
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APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Zhongzi International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that Ms. Shi Lai (“**Ms. Shi**”) has been appointed as an executive Director with effect from 21 October 2026. The biographical details of Ms. Shi are as follows:

Ms. Shi, aged 34, holds a Bachelor’s degree from Lu Xun Academy of Fine Arts. She was previously a licensed person for Type 1 regulated activity (dealing in securities) under the Securities and Futures Commission of Hong Kong for several years. Ms. Shi has over 10 years of working experience in market expansion and client development within the medical equipment industry.

Ms. Shi has entered into a service agreement with the Company for a term of three years commencing on 21 October 2026. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company.

Pursuant to the said service agreement, Ms. Shi is entitled to receive a monthly director remuneration of HK\$50,000, which is subject to adjustment at a rate to be determined at the discretion of the Board. In addition, Ms. Shi is entitled to a bonus of such amount to be decided by the Board based on the results of the Group and her individual performance. Ms. Shi is also eligible to participate in the share option scheme of the Company.

As at the date of this announcement, Ms. Shi does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As far as the Directors are aware, save as disclosed above, Ms. Shi (i) does not hold any other positions in the Company or the Group; (ii) does not hold any other directorship in any other listed public company (whether in Hong Kong or overseas) in the last three years; (iii) does not hold any other major appointments and professional qualification; and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, the Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and information that needs to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the Rules Governing the Listing of Securities on GEM on The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to the appointment of Ms. Shi as an executive Director.

The Board would like to express its warm welcome to Ms. Shi for joining the Board.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Fok Yat Cheong (“**Mr. Fok**”) and Dr. Ip Wai Hung (“**Dr. Ip**”) have been appointed as an independent non-executive Director with effect from 21 October 2026 and 1 November 2026 respectively.

The biographical details of Mr. Fok are set out as follows:

Mr. Fok, aged 68, obtained a Master of Science degree in Engineering Business Management from the University of Warwick in the United Kingdom in July 1995. He was elected as a Fellow Member of the Hong Kong Institute of Bankers in October 2002 and was admitted as a Member of the Hong Kong Computer Society in April 2000.

Mr. Fok commenced his career in October 1980 when he was appointed as a Programmer at International Bank of Asia Limited (now known as Fubon Bank (Hong Kong) Limited). Upon his resignation in November 1988, he held the position of Deputy Manager in the System Development and Maintenance Unit of the Business and Support Division. Subsequently, from November 1988, he was appointed by Sun Hung Kai Properties Limited as the Head of Information Technology for a period of 25 years, during which he led a team of over 50 staff members and was responsible for application system development, office automation, data centre operations and user support.

Mr. Fok was appointed as an executive director and the chairman of Yu Tak International Holdings Limited, a company has been listed on GEM of the Stock Exchange (Stock Code: 8048) for the period from 23 April 2026 to 30 June 2026.

Mr. Fok was also a director of the following companies: (i) Topmark Investment Limited, a company incorporated in Hong Kong, the principal business of which was property investment at the time of its deregistration on 2 December 2005 pursuant to section 291AA of the predecessor Companies Ordinance; and (ii) Sun Hung Kai Information Technology Limited, a company incorporated in Hong Kong, the principal business of which was technology investment at the time of its deregistration on 21 November 2003 pursuant to section 291AA of the predecessor Companies Ordinance.

Mr. Fok has entered into a service agreement with the Company for a term of one year commencing on 21 October 2026. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company.

Pursuant to the said service agreement, Mr. Fok is entitled to receive a monthly director remuneration of HK\$8,000, which is subject to adjustment at a rate to be determined at the discretion of the Board. In addition, Mr. Fok is entitled to a bonus of such amount to be decided by the Board based on the results of the Group and his individual performance. Mr. Fok is also eligible to participate in the share option scheme of the Company.

As far as the Directors are aware, save as disclosed above, Mr. Fok (i) does not hold any other positions in the Company or the Group; (ii) does not hold any other directorship in any other listed public company (whether in Hong Kong or overseas) in the last three years; (iii) does not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Fok confirmed (i) he met the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company and information that needs to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in relation to the appointment of Mr. Fok as an independent non-executive Director.

The Board would like to express its warm welcome to Mr. Fok for joining the Board.

The biographical details of Dr. Ip are set out as follows:

Dr. Ip, aged 69, has more than 30 years of experience in the education industry and consultancy industry. He received his Doctor of Philosophy degree from Loughborough University of Technology (United Kingdom), a Master of Business Administration degree from Brunel University (United Kingdom), a Master of Science in Industrial Engineering specialising in management science from Cranfield Institute of Technology (United Kingdom), and Bachelor of Laws (Hons) degree from the University of Wolverhampton (United Kingdom). Dr. Ip is an Adjunct Professor of the Faculty of Graduate and Postdoctoral Studies, Department of Mechanical Engineering at the University of Saskatchewan (Canada), as well as an Industrial Fellow of WMG, the University of Warwick (United Kingdom). He is also a Senior Research Fellow in the Department of Industrial and Systems Engineering of the Hong Kong Polytechnic University and was an Associate Professor of the same department from April 1986 to August 2017. He is also a member of the Hong Kong Institution of Engineers and a senior member of the Institution of Electrical and Electronics Engineers.

Dr. Ip served as an independent non-executive director of Allurofem (Holding) Limited (Stock Code: 8305) and Ying Kee Tea House Group Limited (Stock Code: 8241), since June 2018 and February 2025 respectively. Additionally, from September 2021 to April 2026, he has been acting as an independent non-executive director of Sunny Side Up Culture Holdings Limited (Stock Code: 8082). The shares of these companies are listed on the GEM of the Stock Exchange.

Dr. Ip has entered into a service agreement with the Company for a term of one year commencing on 1 November 2026. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company.

Pursuant to the said service agreement, Dr. Ip is entitled to receive a monthly director remuneration of HK\$8,000, which is subject to adjustment at a rate to be determined at the discretion of the Board. In addition, Dr. Ip is entitled to a bonus of such amount to be decided by the Board based on the results of the Group and his individual performance. Dr. Ip is also eligible to participate in the share option scheme of the Company.

As far as the Directors are aware, save as disclosed above, Dr. Ip (i) does not hold any other positions in the Company or the Group; (ii) does not hold any other directorship in any other listed public company (whether in Hong Kong or overseas) in the last three years; (iii) does not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Dr. Ip confirmed (i) he met the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company and information that needs to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in relation to the appointment of Dr. Ip as an independent non-executive Director.

The Board would like to express its warm welcome to Dr. Ip for joining the Board.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that, with effect from 21 October 2026, Mr. Fok, an independent non-executive Director, has been appointed as a member of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company.

The Board is pleased to announce that, with effect from 1 November 2026, Dr. Ip, an independent non-executive Director, has been appointed as a member of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 16 October 2026, among other things, the non-compliance with the GEM Listing Rules. As at the date of this announcement, the Company remains in non-compliance with Rules 5.05(1), 5.28, 5.34, and 5.36A of the GEM Listing Rules.

RE-COMPLIANCE WITH THE GEM LISTING RULES

Following the appointment of Dr. Ip becoming effective from 1 November 2026, (i) the number of independent non-executive Directors meets the minimum of three independent non-executive Directors on the Board required under Rule 5.05(1) of the GEM Listing Rules; (ii) the number of Audit Committee members meets the minimum of three as required under Rule 5.28 of the GEM Listing Rules; (iii) the remuneration committee comprising a majority of independent non-executive Directors as required under Rule 5.34 of the GEM Listing Rules and (iv) the nomination committee comprising a majority of independent non-executive Directors as required under Rule 5.36A of the GEM Listing Rules. Upon Dr. Ip's appointment taking effect, the Company will re-compliance with the GEM Listing Rules.

CHANGE OF COMPANY WEBSITE

The Board hereby announces that the website of the Company will be changed from "www.08118.net.cn" to "www.zzinhk.com" with effect from 21 October 2026.

All announcements, notices or other documents submitted by the Company for publication on the website of The Stock Exchange of Hong Kong Limited will also be published on this new website of the Company.

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

Hong Kong, 21 October 2026

As at the date of this announcement, the executive Directors are Mr. Shiu Kwok Leung, Mr. Shao Chiliang, Mr. Zheng Yi, Ms. Shi Lai and Mr. On Ka Shing; and the independent non-executive Directors are Mr. Fok Yat Cheong 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.

This announcement will remain on the "Latest Listed Company Information" page on the website of The Stock Exchange of Hong Kong Limited at "www.hkexnews.hk" for at least seven days from the date of its publication and on the Company's website at "www.zzinhk.com".