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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)

FULFILMENT OF RESUMPTION GUIDANCE AND RESUMPTION OF TRADING

FULFILMENT OF ALL RESUMPTION GUIDANCE

The Board is pleased to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that the Company has fulfilled all the conditions as set out in the Resumption Guidance.

RESUMPTION OF TRADING

Trading in the shares of the Company has been suspended with effect from 9:00 a.m. on 3 October 2022. As all the conditions as set out in the Resumption Guidance have been fulfilled, the Company has made an application to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 8 May 2023 on the Stock Exchange.

This announcement is made by Zhongzheng International Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the announcement of the Company dated 3 October 2022 in relation to, among others, the delay in publication of preliminary results of the Company for the eighteen months ended 30 June 2022 (“**2022 Preliminary 18-month Results**”) and the suspension of trading in the securities of the Company; (ii) the announcement of the Company dated 19 October 2022 in relation to the publication of the unaudited results of the Company for the eighteen months ended 30 June 2022; (iii) the announcement of the Company dated 30 November 2022 in relation to, among others, further delay in publication of 2022 Preliminary 18-month Results; (iv) the announcement of the Company dated 27 January 2023 in respect of, among other things,

the resumption guidance, the quarterly update on suspension of trading and further delay in publication of 2022 Preliminary 18-month Results; (v) the announcement of the Company dated 27 February 2023 in relation to, among others, further delay in publication of 2022 Preliminary 18-month Results Announcement and the delay in publication of unaudited results of the Company for the six months ended 31 December 2022 (“**2022 Interim Results**”); (vi) the announcement of the Company dated 4 April 2023 in relation to, among others, the quarterly update on resumption progress; and (vii) the announcement of the Company dated 24 April 2023 in relation to, among others, further delay in publication of the announcements in respect of 2022 Preliminary 18-month Results and 2022 Interim Results (collectively, the “**Announcements**”).

Reference is also made to the announcements of the Company both dated 5 May 2023 in relation to the 2022 Preliminary 18-month Results and the 2022 Interim Results respectively.

Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in Announcements.

BACKGROUND

Suspension of trading

As a result of the outbreak of Covid-19 and the stringent travel and quarantine restrictions imposed by various cities in the PRC, the audit progress for the Company’s results for the eighteen months ended 30 June 2022 was adversely affected and delayed, which also led to the delay in publication of 2022 Preliminary 18-month Results. As such, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 October 2022.

FULFILMENT OF RESUMPTION GUIDANCE

Resumption Guidance

As disclosed in the announcement of the Company dated 27 January 2023, the Company has been notified by the Stock Exchange of the resumption guidance (the “**Resumption Guidance**”) as follows:

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications (if any) (“**Resumption Condition 1**”);
- (ii) demonstrate the Company’s compliance with Rule 13.24 (“**Resumption Condition 2**”);
and
- (iii) announce all material information for the Company’s shareholders and investors to appraise the Company’s position (“**Resumption Condition 3**”).

The Board is pleased to announce that the Company has fulfilled all the three conditions as set out in the Resumption Guidance, details of which are set out as follow:

Resumption Condition 1 – publish all outstanding financial results required under the Listing Rules and address any audit modifications (if any)

The Company published the announcements in respect of 2022 Preliminary 18-months Results and 2022 Interim Results of the Company on 5 May 2023. The auditors of the Company have issued qualified opinion on the 2022 Preliminary 18-months Results. Details of the Company's plans to address the qualifications are set out in the announcement of Company dated 5 May 2023 in relation to the 2022 Preliminary 18-month Results. Following the publication of the aforesaid results, there are no outstanding financial results required to be published by the Company under the Listing Rules. As such, the Resumption Condition 1 has been fulfilled.

Resumption Condition 2 – demonstrate the Company's compliance with Rule 13.24

The Group is principally engaged in manufacturing and trading of healthcare and household products, money lending business, property development and primary land development.

As set out in the announcement in respect of 2022 Interim Results, the Group's unaudited total assets amounted to approximately HK\$3,416.3 million as at 31 December 2022. As set out in the announcement in respect of 2022 Preliminary 18-month Results, the Group's total revenue amounted to approximately HK\$209.0 million for the eighteen months ended 30 June 2022.

The Board considers the Company has a viable and sustainable business with a sufficient level of operations and assets of sufficient value to support its operations to meet the requirements under Rule 13.24 of the Listing Rules and warrant the continued listing of the Shares on the Stock Exchange.

In light of the above, the Company is of the view that Resumption Condition 2 has been fulfilled.

Resumption Condition 3 – announce all material information for the Company's shareholders and investors to appraise the Company's position

The Company has continued to update the market on its development since the suspension of trading in its shares to keep the Company's shareholders and other investors informed of the latest development in order to appraise the Company's position.

The Board believes that the Company has announced all material information it considers necessary and appropriate for the Company's shareholders and investors to appraise the Company's position.

In light of the above, the Company is of the view that Resumption Condition 3 has been fulfilled.

RESUMPTION OF TRADING

By reason of the above, the Company confirms that it has remedied the issues causing the trading suspension and fully complied with the Listing Rules to the Stock Exchange's satisfaction. The Company also confirms that it has fulfilled all the conditions set out in the Resumption Guidance.

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 October 2022 at the request of the Company. As all the conditions as set out in the Resumption Guidance have been fulfilled, the Company has made an application to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 8 May 2023 on the Stock Exchange.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 5 May 2023

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Leung Chung Shan, Mr. Tam Lup Wai, Franky, Mr. Liu Liyang, and Mr. Qiu Qing; one non-executive Director, namely Mr. Lim Kim Chai, J.P.; and three independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Leung Chi Hung and Mr. Li Hon Kuen.