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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)**

### **PROPOSED AMENDMENTS TO THE BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS**

This announcement is made by Zhongzheng International Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that a proposal has been made to amend the existing Bye-laws of the Company and to adopt a new set of Bye-laws incorporating the amendments (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the existing Bye-laws. The proposal is subject to approval by the shareholders (the “**Shareholders**”) of the Company by way of a special resolution at the upcoming annual general meeting (the “**AGM**”) of the Company to be convened.

The Board proposes to amend the existing Bye-laws to, among others:

- (a) reflect and align with changes to the requirements under the amended Appendix 3 to the Listing Rules which took effect on 1 January 2022;
- (b) reflect and align with certain corporate governance requirements of the Listing Rules; and
- (c) align with the applicable laws of Bermuda and incorporate certain corresponding and housekeeping amendments (collectively, the “**Proposed Amendments**”).

At the AGM, a special resolution will be proposed to approve the Proposed Amendments and the proposed adoption of the New Bye-laws. A circular containing, among other things, further details concerning the Proposed Amendments and the proposed adoption of the New Bye-laws and a notice convening the AGM will be dispatched to the Shareholders in due course.

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

Hong Kong, 23 November 2023

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Leung Chung Shan, Mr. Tam Lup Wai, Franky, and Mr. Liu Liyang; 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.*