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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)

(1) RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES; AND (2) NUMBER OF THE UNSUBSCRIBED RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS

Reference is made to the prospectus (the "**Prospectus**") of Zhongzheng International Company Limited (the "**Company**") dated 29 July 2025 in relation to the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Rights Issue Price of HK$0.20 per Rights Share. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES

The total number of Rights Shares offered under the Rights Issue is 572,899,170.

The Board announces that as at 4:00 p.m. on Tuesday, 12 August 2025, being the Latest Time for Acceptance, a total of 17 valid acceptances for a total of 474,012,817 Rights Shares had been received, representing approximately 82.7% of all the Rights Shares. Accordingly, the Rights Issue was undersubscribed by 98,886,353 Rights Shares, representing approximately 17.3% of all the Rights Shares, which will be subject to the Compensatory Arrangements.

Pursuant to the Irrevocable Undertakings, Subscriber I, Subscriber II and Mr. Yang have respectively subscribed for 199,955,829, 146,735,523 and 52,570,429 Rights Shares.

THE COMPENSATORY ARRANGEMENTS

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company had made arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to the Placees for the benefit of the relevant No Action Shareholders to whom they were offered under the Rights Issue.

The Company appointed the Placing Agent to place the Unsubscribed Rights Shares after the Latest Time for Acceptance to the Placees on a best effort basis and the Net Gain will be paid to those No Action Shareholders in the manner set out below. The Placing Agent will, on a best effort basis, procure, by no later than 4:00 p.m. on Monday, 18 August 2025, acquirers who are not Shareholders, for all (or as many as possible) of those Unsubscribed Rights Shares at a price not less than the Rights Issue Price. Any unsold Unsubscribed Rights Shares (i.e. the Untaken Rights Shares) under the Compensatory Arrangements will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

Net Gain, (being any premium over the aggregate amount of (i) the Rights Issue Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related costs and expenses), that is realised from the Placing) will be paid on a pro-rata basis to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

(i) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL; and

(ii) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS.

If the Net Gain to any of the No Action Shareholder(s) mentioned in (i) above is (a) more than HK$100, the entire amount will be paid to them; or (b) HK$100 or less, such amount will be retained by the Company for its own benefit.

An announcement of the results of the Rights Issue is expected to be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.zhongzheng.com.hk) on Tuesday, 19 August 2025.

WARNINGS

Shareholders and potential investors of the Company should note that the Rights Issue are subject to, among other things, the fulfillment of certain conditions as stated in the section headed "Conditions of the Rights Issue" in the Prospectus. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their positions, they should consult their professional advisers.

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

Hong Kong, 13 August 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Tam Lup Wai, Franky, and Mr. Liu Liyang; one non-executive Director, namely Mr. Lim Kim Chai, J.P.; and four independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Leung Chi Hung, Mr. Li Hon Kuen and Ms. Yang Yan Tung Doris.