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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE

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 and the announcement of the Company dated 13 August 2025 in relation to results of the valid acceptances of the Rights Shares and the number of the Unsubscribed Rights Shares subject to the Compensatory Arrangements (the "**Announcement**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

As disclosed in the Announcement, as at 4:00 p.m. on Tuesday, 12 August 2025, being the Latest Time for Acceptance, a total of 17 valid acceptances under the PAL in respect of 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. The Unsubscribed Rights Shares were subject to the Compensatory Arrangements as further described below.

Pursuant to the Irrevocable Undertakings, each of Subscriber I, Subscriber II and Mr. Yang have respectively accepted and subscribed for 199,955,829, 146,735,523 and 52,570,429 Rights Shares to which they were entitled to subscribe respectively under the PAL.

As at the Record Date, there were no Non-Qualifying Shareholders and the number of the NQS Unsold Rights Shares is therefore nil.

COMPENSATORY ARRANGEMENTS OF THE UNSUBSCRIBED RIGHTS SHARES

The Board wishes to inform Shareholders that after the market closed at 4:00 p.m. on Monday, 18 August 2025, being the latest time of placing of the Unsubscribed Rights Shares, the Placing Agent has notified the Company that no Unsubscribed Rights Shares had been successfully placed out during the Placing period. In this case, no Net Gain could be made for distribution to the No Action Shareholders under the Compensatory Arrangements.

THE UNDERWRITING AGREEMENT

The Board further informs Shareholders that as all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement were not terminated by the Underwriter, the Rights Issue has become unconditional at 4:00 p.m. on Tuesday, 19 August 2025.

Subscriber I, being also the Underwriter for all Untaken Rights Shares pursuant to the Underwriting Agreement, had taken up all 98,886,353 Untaken Rights Shares in accordance with the terms of the Underwriting Agreement.

USE OF PROCEEDS

The gross proceeds raised from the Rights Issue were approximately HK$114.6 million and the net proceeds from the Rights Issue after deducting the relevant expenses were approximately HK$112.0 million. As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue as follows:

(i) approximately HK$48.0 million, or 43% of the net proceeds, be applied towards repayment of the outstanding debt of the Group;

(ii) approximately HK$40.0 million, or 35% of the net proceeds, be applied towards strategic adjustment and business transformation for the Group's business of manufacturing and sale of healthcare and household products; and

(iii) the remaining amount of approximately HK$24.0 million, or 22% of the net proceeds, be used for general working purposes.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on 98,886,353 Untaken Rights Shares underwritten by Subscriber I, 199,955,829 and 146,735,523 Rights Shares provisionally allotted to, and subscribed by Subscriber I and Subscriber II respectively, the aggregate number of Shares held by the Subscribers (which are parties acting in concert) and parties acting in concert with any of them represents approximately 66.3% of the enlarged issued share capital of the Company upon completion of the Rights Issue ("**Rights Issue Completion**").

Set out below are the shareholding structures of the Company (i) immediately before Rights Issue Completion; and (ii) immediately upon Rights Issue Completion, respectively:

Name of Shareholders	**Immediately before Rights Issue Completion**		**Immediately upon Rights Issue Completion**	
	No. of Shares	*Approximate shareholding percentage*	*No. of Shares*	*Approximate shareholding percentage*
Subscriber I	399,911,658	34.9%	698,783,840	40.7%
Subscriber II	293,471,047	25.6%	440,206,570	25.6%
Sub-total of the Subscribers and parties acting in concert with any of them	**693,382,705**	**60.5%**	**1,138,960,410**	**66.3%**
Public Shareholders				
Mr. Yang	105,140,858	9.2%	157,711,287	9.2%
Other public Shareholders	347,274,777	30.3%	422,025,813	24.5%
Total	**1,145,798,340**	**100%**	**1,718,697,510**	**100%**

Notes:

1. *Certain figures and percentages included in the above table have been subjected to rounding.*

2. *As at date of this announcement, save for Subscriber II, none of the Directors held any Shares or other relevant securities in the Company.*

DESPATCH OF SHARE CERTIFICATES

The share certificates for the fully-paid Rights Shares are expected to be posted by Wednesday, 20 August 2025 to those entitled thereto by ordinary post at their own risks.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 21 August 2025.

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

Hong Kong, 19 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.