THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhongzheng International Company Limited (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

ZHONGZHENG INTERNATIONAL COMPANY LIMITED
中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF AGM

A letter from the Board is set out on page 3 to page 6 of this circular.

A notice convening the AGM to be held at 11:30 a.m. on Friday, 31 October 2025 at Suite 1909B, 19/F., Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out in Appendix III of this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the AGM or any adjournment thereof. Such form of proxy is also published on the website of the Company at www.zhongzheng.com.hk and the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

30 September 2025

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held at Suite 1909B, 19/F., Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 October 2025 at 11:30 a.m.
"associate(s)"	has the same meaning as ascribed to it under the Listing Rules
"Board"	the Board of Directors of the Company
"Bye-laws"	the bye-laws of the Company, as amended from time to time
"Companies Act"	the Companies Act 1981 of Bermuda, as amended from time to time
"Company"	Zhongzheng International Company Limited, a company incorporated in Bermuda with limited liability, and the securities of which are listed on the main board of the Stock Exchange
"connected person(s)"	has the same meaning as ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of issued Shares of the Company as at the date of passing of the ordinary resolution in relation thereof
"Latest Practicable Date"	25 September 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Repurchase Code"	the Hong Kong Code on Share Buy-backs

"Repurchase Mandate"	a general and unconditional mandate to repurchase issued and fully paid-up Shares in the share capital of the Company up to 10% of the aggregate number of issued Shares of the Company as at the date of passing of the relevant resolution
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	the holder(s) of the Share(s)
"Share(s)"	ordinary share(s) of HK$0.00004 each in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"%"	per cent.

ZHONGZHENG INTERNATIONAL COMPANY LIMITED
中證國際有限公司

(Incorporated in Bermuda with limited liability)
(Stock code: 943)

Executive Directors:
Mr. Tam Lup Wai, Franky
Mr. Liu Liyang

Non-executive Director:
Mr. Lim Kim Chai, *J.P.*

Independent Non-Executive Directors:
Mr. Hau Chi Kit
Mr. Leung Chi Hung
Mr. Li Hon Kuen
Ms. Yang Yan Tung

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Suite 1909B, 19/F.,
Tower 3, China Hong Kong City,
33 Canton Road, Tsim Sha Tsui,
Kowloon, Hong Kong

30 September 2025

To the Shareholders

Dear Sir and Madam,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF AGM

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM, and information regarding the resolutions to be proposed at the AGM.

The resolutions to be proposed at the AGM include, amongst others, (i) the Repurchase Mandate; (ii) the Issuance Mandate; and (iii) the re-election of Directors.

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares in the share capital of the Company. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution.

In addition, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares representing up to 20% of the aggregate number of issued Shares of the Company as at the date of passing of the resolution.

Subject to the passing of the ordinary resolutions in respect of the Repurchase Mandate and the Issuance Mandate, a separate ordinary resolution will also be proposed to authorise the Directors to issue new Shares in the share capital of the Company in an amount not exceeding the aggregate number of issued Shares of the Company purchased pursuant to the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will end on the earliest of the date of the next AGM, the date by which the next AGM of the Company is required to be held by law or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate, which is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Lim Kim Chai, Mr. Hau Chi Kit and Mr. Leung Chi Hung will retire from office by rotation at the AGM, and being eligible, have offered themselves for re-election at the AGM.

Details of the Directors who are proposed to be re-elected, pursuant to Rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 30 June 2025 were audited by ZHONGHUI ANDA CPA Limited whose term of office will expire upon the conclusion of the AGM.

The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remunerations.

AGM

The AGM will be convened and held at Suite 1909B, 19/F., Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 October 2025 at 11:30 a.m. At the AGM, ordinary resolutions will be proposed to approve, among other things, the Repurchase Mandate, the Issuance Mandate and the proposed re-election of Directors.

The notice of the AGM is set out in Appendix III of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Company at www.zhongzheng.com.hk and the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

CLOSURE OF REGISTER

The register of members of the Company will be closed from Monday, 27 October 2025 to Friday, 31 October 2025, both days inclusive, during which period no transfer of shares will be effected. For the purpose of determining the identity of members who are entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 24 October 2025.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Bye-law 66(1) of the Bye-laws of the Company. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the Repurchase Mandate, the Issuance Mandate, and the re-election of Directors are in the best interests of the Company and recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the board of
Zhongzheng International Company Limited
Liu Liyang
Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM in relation to the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 1,718,697,510 Shares of HK$0.0008 each. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 171,869,751 Shares, being 10% of the aggregate number of issued Shares of the Company at the time of passing the resolutions.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for such purpose in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either, the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for, dividend or distribution or the proceeds of a fresh issue of shares made for the purpose of the repurchase. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for, dividend or distribution or out of the Company's share premium account before the Shares are repurchased. In accordance with the laws of Bermuda, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

On the basis of the consolidated financial position of the Company as at 30 June 2025 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider, that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that purchases of all the Shares subject to the Repurchase Mandate were to be carried out in full. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements as at 30 June 2025).

4. PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months are as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
October	0.293	0.200
November	0.227	0.200
December	0.213	0.200
2025		
January	0.200	0.200
February	0.213	0.200
March	0.213	0.200
April	0.213	0.200
May	0.227	0.200
June	0.200	0.200
July	0.232	0.173
August	0.310	0.212
September (up to Latest Practicable Date)	0.255	0.217

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. HONG KONG CODES ON TAKEOVERS AND MERGERS

Upon the exercise of the power by the Directors to repurchase the securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the voting rights for the purpose of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and depending on the level of increase of Shareholders' interests, may become obliged to make a general offer in accordance with Rule 26 and 32 of the Takeovers Code.

So far as the Directors are aware based on the register maintained by the Company under the SFO as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full will not give rise to any obligation on any Shareholder (and parties acting in concert with it) to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The details of the retiring Directors proposed for re-election at the AGM are set out below:

Mr. Lim Kim Chai, J.P. ("Mr. Lim")
(Non-executive Director)

Mr. Lim, aged 58, was appointed as a non-executive Director of the Company on 20 December 2019. He has over 20 years of experience in investment and property development business. He is the founder and the chairman of Yuk Tung Group, which focuses on the property development in Malaysia. Since the founding of the Yuk Tung Group in 2005, Mr. Lim has been the director of each of Yuk Tung Properties Sdn. Bhd., Yuk Tung Development Sdn. Bhd., Yuk Tung Land Sdn. Bhd., Yuk Tung Construction Sdn. Bhd., Home Marketing Sdn. Bhd. and Pacific Memory Sdn. Bhd. ("**Pacific Memory**") respectively, primarily responsible for the overall management and strategic development of the Yuk Tung Group. Mr. Lim was also appointed as Justice of the Peace (JP) in Malaysia in 2007.

Save as disclosed above, Mr. Lim has not held any positions with the Group and has not been a director of other listed companies in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Mr. Lim had entered into a service agreement with the Company as Non-executive Director of the Company on 20 December 2019. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws. Mr. Lim is entitled to a director's fees of HK$120,000 per annum, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions, subject to review by the Board and the Remuneration Committee from time to time.

Mr. Lim does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lim is beneficially interested in 440,206,570 shares of the Company (the "**Shares**"), representing approximately 25.61% of the issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Lim has confirmed that there is no other information relating to him which is required to be disclosed to the Shareholders pursuant to Rule 13.51(2)(a) to (x) of the Listing Rules.

Mr. Hau Chi Kit ("Mr. Hau")
(Independent Non-executive Director)

Mr. Hau, aged 53, was appointed as an independent non-executive director ("**INED**") and a member of each of the audit committee (the "**Audit Committee**"), the Remuneration Committee and the Nomination Committee of the Company on 7 March 2014. Mr. Hau was a barrister-at-law in private practice in Hong Kong SAR from 2001 to 2008. Prior to becoming a barrister, Mr. Hau worked at the Securities and Futures Commission. Mr. Hau is a solicitor.

Mr. Hau was an INED of China Zenith Chemical Group Limited (formerly known as Xinyang Maojian Group Limited) (stock code: 362), a company listed on the Main Board of the Stock Exchange between December 2013 and April 2025.

Save as disclosed above, Mr. Hau has not held any positions with the Group and has not been a director of other listed companies in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Mr. Hau has entered into a letter of appointment with the Company on 7 March 2014. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws. Mr. Hau is entitled to a director's fees of HK$180,000 per annum. The fee has been recommended by the remuneration committee of the Company and approved by the Board, after taking into account Mr. Hau's responsibilities and experience and market benchmarks.

Mr. Hau has been serving as an independent non-executive Director for more than nine years since his appointment in March 2014, and his further appointment is subject to a separate resolution to be approved by the Shareholders pursuant to code provision B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules. The Company considers that Mr. Hau has been and will continue to fulfill his roles and obligations diligently as an independent non-executive Director. An independent non-executive Director is not required to take executive role in the management and operations of the Group but to supervise the management of the Group and to attend Board meetings and Board committee meetings (either physically or by other means of communications) as and when required. Board meetings are usually convened for communication and discussion, enabling independent non-executive Directors to fully understand the business and transactions of the Company, so as to fulfill their roles to provide advice and recommendations to the Board. Mr. Hau's sufficient proven record of attendance and participation in the Company's Board meetings since he joined the Company has shown his proactive commitment to the Company.

Mr. Hau possesses academic and professional qualifications. His abundant experience in the legal advice area enables him to bring critical and complementary insights on business strategy and governance to the Board, and he continues to participate in professional development trainings to enhance his professional knowledge, which is conducive to his continuous provision of independent advice to the Board from a new perspective, thus contributing to effective decision making of the Board.

The Company, having received the annual written confirmation of independence given by Mr. Hau pursuant to Rule 3.13 of the Listing Rules and taking into consideration the recommendations from the Nomination Committee, considers that Mr. Hau remains independent. Despite serving on the Board for more than nine years could be relevant to the determination of independent non-executive Director's independence, Mr. Hau has not engaged in any executive management of the Group. Taking into consideration Mr. Hau's independent scope of work in the past years, the Board is of the view that continued tenure of independent non-executive Director brings considerable stability to the Board and the Board has benefited from the presence of Mr. Hau.

Mr. Hau does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Hau does not have any interests in the shares within the meaning of Part XV of the SFO.

Mr. Hau has confirmed that there is no information to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders relating to his re-election.

Mr. Leung Chi Hung ("Mr. Leung")
(Independent Non-executive Director)

Mr. Leung, aged 70, was appointed as an INED of the Company and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company on 13 December 2013. Mr. Leung was further appointed as the chairman of the remuneration committee on 4 June 2018. Mr. Leung commenced his accountancy professional training since 1976 and is a fellow of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Leung is also a fellow of The Taxation Institute of Hong Kong and a Certified Tax Adviser and a member of the Society of Registered Financial Planners in Hong Kong. Mr. Leung is a Certified Public Accountant (Practising) in Hong Kong and a director of Philip Leung & Co. Limited (CPA).

Mr. Leung was an independent non-executive director of Finet Group Limited (stock code: 8317) between February 2011 and October 2022, which is listed on GEM of the Stock Exchange. Currently, he is an independent non-executive Director of Daido Group Limited (stock code: 544), and REF Holdings Limited (stock code: 1631), both of which are companies listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Leung has not held any positions with the Group and has not been a director of other listed companies in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Mr. Leung has entered into a letter of appointment with the Company on 13 December 2013. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws. Mr. Leung is entitled to a director's fees of HK$180,000 per annum. The fee has been recommended by the remuneration committee of the Company and approved by the Board, after taking into account Mr. Leung's responsibilities and experience and market benchmarks.

Mr. Leung has been serving as an independent non-executive Director for more than nine years since his appointment in December 2013, and his further appointment is subject to a separate resolution to be approved by the Shareholders pursuant to code provision B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules. The Company considers that Mr. Leung has been and will continue to fulfill his roles and obligations diligently as an independent non-executive Director. Board meetings are usually convened for communication and discussion, enabling independent non-executive Directors to fully understand the business and transactions of the Company, so as to fulfill their roles to provide advice and recommendations to the Board. Mr. Leung's sufficient proven record of attendance and participation in the Company's Board meetings since he joined the Company and his advice and recommendations on financial management, corporate governance and other matters from time to time have shown his proactive commitment to the Company.

Mr. Leung possesses academic and professional qualifications. His abundant experience in the tax advice and audit area enables him to bring critical and complementary insights on business strategy and governance to the Board, and he continues to participate in professional development trainings to enhance his professional knowledge, which is conducive to his continuous provision of independent advice to the Board from a new perspective, thus contributing to effective decision making of the Board. The Company and all the Directors are of the view, and as confirmed by Mr. Leung, that Mr. Leung Chi Hung will be able to devote sufficient time to discharge his duties as an independent non-executive Director.

The Company, having received the annual written confirmation of independence given by Mr. Leung pursuant to Rule 3.13 of the Listing Rules and taking into consideration the recommendations from the Nomination Committee, considers that Mr. Leung Chi Hung remains independent. Despite serving on the Board for more than nine years could be relevant to the determination of independent non-executive Director's independence, Mr. Leung has not engaged in any executive management of the Group. Taking into consideration Mr. Leung's independent scope of work in the past years, the Board is of the view that continued tenure of independent non-executive Director brings considerable stability to the Board and the Board has benefited from the presence of Mr. Leung, who has gained valuable insight into the Group and its markets over time.

Mr. Leung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Leung Chi Hung does not have any interests in the shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Leung has confirmed that there is no other information relating to him which is required to be disclosed to the Shareholders pursuant to Rule 13.51(2)(a) to (x) of the Listing Rules.

ZHONGZHENG INTERNATIONAL COMPANY LIMITED
中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Zhongzheng International Company Limited (the "**Company**") be held at Suite 1909B, 19/F., Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 October 2025 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 30 June 2025.

2. (a) To re-elect Mr. Lim Kim Chai as a Director of the Company.

   (b) To re-elect Mr. Hau Chi Kit as a Director of the Company.

   (c) To re-elect Mr. Leung Chi Hung as a Director of the Company.

3. To authorise the Board to fix the Directors' remuneration.

4. To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor and to authorise the Directors to fix its remuneration.

5. To consider and, if thought fit, pass with or without amendments the following Resolutions as ordinary resolutions of the Company:

   (A) "**THAT**:

      (a) subject to paragraph (c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;

      (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;

(c) the aggregate number of shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 percent. of the aggregate number of issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next AGM of the Company;

(ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

(iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company"

(B) "**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or Conversion under the terms of any securities or bonds which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time, shall not exceed (aa) 20 per cent. of the aggregate number of issued shares of the Company at the date of passing this Resolution and (bb) if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company, the number of shares of the Company repurchased by the Company subsequent to the passing of this Resolution up to a maximum equivalent of 10% of the aggregate number of issued shares of the Company in issue as at the date of passing this Resolution, and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next AGM of the Company;

(ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

(iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company; and

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong)."

(C) "**THAT** conditional upon the passing of the Resolutions No. 5(A) and 5(B) set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors of the Company pursuant to the Resolution No. 5(B) as set out in the notice convening the meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company purchased by the Company under the authority granted pursuant to the Resolution No. 5(A) as set out in the notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10 per cent of the aggregate number of issued shares of the Company as at the date of passing this Resolution".

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

Hong Kong, 30 September 2025

Notes:

(a) The register of members of the Company will be closed from Monday, 27 October 2025 to Friday, 31 October 2025, both days inclusive, during which period no transfer of shares will be effected. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is Friday, 31 October 2025. For the purpose of determining the identity of members who are entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 24 October 2025.

(b) Any shareholder entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote on behalf of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.

(c) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the AGM (or any adjournment thereof).

(d) Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.

(e) Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she were solely entitled hereto; but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

(f) A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of the Company at www.zhongzheng.com.hk and the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

(g) Any voting at the AGM shall be taken by poll.

(h) The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

(i) If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:30 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at (www.zhongzheng.com.hk) and on the website of the Stock Exchange at (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

(j) In relation to Resolution no. 2 of this notice, the biographical details of all the Directors to be re-elected at the AGM are set out in Appendix II of the Circular to the Shareholders dated 30 September 2025.