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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)

COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF THE ENTIRE EQUITY INTEREST AND SHAREHOLDER'S LOAN OF TARGETCO AND ISSUE OF CONSIDERATION SHARES PURSUANT TO GENERAL MANDATE; AND APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcements of Zhongzheng International Company Limited (the "**Company**") dated 2 January 2026 (the "**Announcement**") and 31 March 2026 in relation to, among other things, the Acquisition and the issue of the Consideration Shares. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all Conditions have been fulfilled or waived (as the case may be) in accordance with the terms and conditions of the Acquisition Agreement. Completion took place on 15 June 2026, pursuant to which the Company acquired the entire equity interest in TargetCo, together with the Sale Loan in the amount of RMB22.0 million.

The Board has resolved to waive Condition (xii), which required the Vendor to deliver to the Company the pro forma combined accounts of the Target Group as at the last day of the month in which the Reorganisation was completed, showing that the pro forma combined net asset value of the Target Group being not less than RMB20.0 million, the contents of which shall be to the reasonable satisfaction of the Company.

The Reorganisation was completed on 9 June 2026. In accordance with Condition (xii), the Vendor would be required to deliver to the Company the pro forma combined accounts of the Target Group as at 30 June 2026. In order to expedite to Completion, having performed alternative due diligence procedures, the Company has decided to waive Condition (xii). The aforesaid due diligence procedures included (i) reviewing the

monthly management accounts of YS Tech, the operating subsidiary of the Target Group, for each of the five months ended 31 May 2026. The Company is satisfied that there had been no material adverse change in YS Tech's business or financial position since 30 September 2025, which was the date of the last stub period for the financial information on YS Tech as disclosed in the Announcement; and (ii) reviewing the pro forma combined net asset value of the Target Group, which has been prepared assuming (a) the Reorganisation has been completed on 31 May 2026 and that YS Tech has consequently become a wholly-owned subsidiary of the Target Group as at 31 May 2026; and (b) that the Sale Loan of RMB22.0 million is treated as quasi capital from the Vendor to the Target Group as the Sale Loan will be assigned to the Company (which will become the sole shareholder of the Target Group after Completion). On such basis, the Company has been satisfied that the pro forma combined net asset value of the Target Group as at 31 May 2026 exceeds RMB20.0 million. Given that the Company is not aware of any material adverse change in the business or financial position of the Target Group from 31 May 2026 up to the date of this announcement, the Company is reasonably satisfied with the financial position of the Target Group up to the date of Completion and therefore has waived Condition (xii) and proceeded to Completion with the Vendor.

Upon Completion, TargetCo has become a wholly-owned subsidiary of the Company and the financial information of the Target Group will be consolidated into the financial statements of the Group.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Upon Completion, a total of 341,903,719 Consideration Shares have been allotted and issued to the Vendor at the Issue Price of HK$0.1828 per Consideration Share pursuant to the terms of the Acquisition Agreement. The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion is as follows:

Name of Shareholders	**Immediately before Completion**		**Immediately upon Completion**	
	No. of Shares	*Approx. percentage*	*No. of Shares*	*Approx. percentage*
Mr. Low Thiam Herr	698,753,840	40.7%	698,753,840	33.9%
Mr. Lim Kim Chai, *J.P. (Note)*	440,206,570	25.6%	440,206,570	21.4%
The Vendor	–	–	341,903,719	16.6%
Public Shareholders	579,737,100	33.7%	579,737,100	28.1%
Total	**1,718,697,510**	**100%**	**2,060,601,229**	**100%**

Note: As at date of this announcement, save for Mr. Lim Kim Chai, J.P. who is a non-executive Director, none of the Directors held any Shares or other relevant securities in the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zhang Yuanzhou (張遠舟) ("**Mr. Zhang**"), has been appointed as an executive Director with effect from 16 June 2026. Set out below is the biographical details of Mr. Zhang.

Mr. Zhang, aged 40, holds a bachelor's degree in Computer Science from Sun Yat-sen University and is a People's Congress representative of Chancheng District, Foshan. Mr. Zhang has over 17 years of experience in IT and digital research and development, with a strong track record of driving innovation and implementation. He joined Guangzhou Meizhongyun Computing Co., Ltd* (廣州美衆雲計算有限公司), the predecessor of YS Tech since 2015, and subsequently joined YS Tech since its establishment in 2019. Mr. Zhang was instrumental to the establishment of the research and development of the information technology business for beauty industry. Mr. Zhang is the director and general manager of YS Tech as at the date of this announcement.

The Company will enter into a service agreement with Mr. Zhang for an initial term of three years with effective from 16 June 2026, renewable automatically after the initial term for successive terms of one year, unless terminated by either party giving not less than one month notice in writing to another party. Mr. Zhang is entitled to a salary of HK$100,000 per month, which has been determined with reference to his duties and responsibilities and the remuneration policy of the Company. Mr. Zhang's directorship is subject to the Bye-laws of the Company (including, among others, rotation requirements) and relevant rules and regulations under the Listing Rules.

Save as disclosed above, Mr. Zhang (i) has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and its subsidiaries; (iii) does not have any relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) does not have any interests in shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) does not have any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Zhang for joining the Board.

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

Hong Kong, 15 June 2026

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.

* *For identification purposes only*