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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) RESIGNATION AND APPOINTMENT OF
EXECUTIVE DIRECTORS;
(2) APPOINTMENT OF CHAIRMAN OF THE BOARD
(3) CHANGE OF AUTHORISED REPRESENTATIVES
AND
(4) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board hereby announces the following changes with effect from 21 October 2026:

- (1) Mr. Liu Liyang has resigned as an executive Director of the Company, and he also has ceased to act as an Authorised Representative of the Company;
- (2) Mr. Yiu Man Fung has been appointed as an executive Director, the chairman of the Board, a member of the remuneration committee of the Company and the chairman of the nomination committee of the Company; and
- (3) Mr. Ou Zhipeng has been appointed as an executive Director and an Authorised Representative of the Company.

RESIGNATION OF EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of directors (“**Directors**” and each a “**Director**”) of Zhongzheng International Company Limited 中證國際有限公司 (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Liu Liyang (劉力揚) (“**Mr. Liu**”) has tendered resignation as an executive Director and authorised representative (pursuant to Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) (the “**Authorised Representative**”) of the Company with effect from 21 October 2026. Mr. Liu resigned due to his intention to focus on his other business commitments.

Mr. Liu confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Stock Exchange and the shareholders of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to thank Mr. Liu for his contribution to the Company during his tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that each of Mr. Yiu Man Fung (“**Mr. Yiu**”) and Mr. Ou Zhipeng (“**Mr. Ou**”) has been appointed as an executive Director of the Company with effect from 21 October 2026. Set out below are the biographical details of Mr. Yiu and Mr. Ou:

Mr. Yiu

Mr. Yiu Man Fung (姚文峰), aged 52, has extensive experience in financial investment and business management. He is the founder of Elise Beauty (伊麗匯), a well-known beauty industry brand in the People’s Republic of China (the “**PRC**”). From 1993 to 1995, Mr. Yiu worked at the Foshan Branch of Bank of China; and from 1995 to 1997, he worked at a financial futures company in Hong Kong, where he accumulated valuable experience in credit business and financial futures investment. Since 2000, Mr. Yiu has served as the chairman of Guangdong Zhiyanxi Health Technology Co., Ltd.* (廣東智顏希健康科技有限公司), a leading beauty industry enterprise in the PRC. Since August 2017, Mr. Yiu has served as the founding president of the Foshan Chain Store Association (佛山市連鎖協會), an association established to cultivate and introduce quality chain brands and promote Foshan city a growth base and headquarters hub for chain brands, and he has been its honorary president since 2024 upon the rotation of the presidency.

As at the date of this announcement and within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), Mr. Yiu, through his controlled corporation, is interested in 341,903,719 shares of the Company, representing approximately 16.6% of the issued share capital of the Company.

Mr. Yiu has entered into an appointment agreement with the Company for an initial term of three years commencing from 21 October 2026, renewable automatically for successive terms of one year each, and is terminable by either party by giving not less than one-month’s written notice. The term of Mr. Yiu’s appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the bye-laws of the Company and the Listing Rules.

Mr. Yiu agreed to receive no fixed salary or director’s fee for his appointment. Mr. Yiu will be also entitled to such management bonus and share options as may be determined by the Board at its absolute discretion. The remuneration arrangement of Mr. Yiu was determined by the Board after discussion with Mr. Yiu and with reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company (the “**Remuneration Committee**”).

Mr. Ou

Mr. Ou Zhipeng (區智鵬), aged 36, has extensive experience in financial analysis, audit, financial management, corporate operation and management, as well as restructuring and mergers and acquisitions. From 2015 to 2018, he served as an analyst with a financial consulting firm and with U.S. Bancorp in the United States. From 2018 to 2022, he worked in the audit and management consulting divisions of KPMG China, participating in the audits and due diligence on companies listed in China and the U.S. and in the financial management, digital transformation and fintech strategy projects for several Fortune 500 companies. Mr. Ou joined the Company in January 2023 as a senior finance manager, and he has been primarily involved in the Group's various restructuring, financing and acquisition exercises, and is responsible for the financial management and disclosure of the Company. Currently, he is also the director of the following subsidiaries of the Company, namely Elise Beauty Group Limited, Skyeeye Company Limited, Fairform Manufacturing Company Limited, Gainford Internationals Inc., StarX DigiTech Company Limited, Shenzhen StarX Infinite Technology Company Limited* (深圳星衍無界科技有限公司), Shenzhen StarX Biotech Company Limited* (深圳星衍生物科技有限公司), Foshan Beauty Fusion Biotech Company Limited* (佛山美合生物科技有限公司) and Dongguan StarX Future Technology Company Limited* (東莞星衍未來科技有限公司).

Mr. Ou obtained a master's degree in accounting from the Boston College (Carroll School of Management) in the United States of America ("USA") and a bachelor's degree in statistics and psychology from the University of Minnesota, Twin Cities, USA.

As at the date of this announcement, Mr. Ou does not have any interests in shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO;

Mr. Ou has entered into a service agreement with the Company for an initial term of three years commencing from 21 October 2026, renewable automatically for successive terms of one year each, and is terminable by either party by giving not less than one-month's written notice. The term of Mr. Ou's appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the bye-laws of the Company and the Listing Rules.

Mr. Ou is entitled to a director's fee of HK\$58,000 per month, together with a fixed thirteen-month salary. Mr. Ou will be also entitled to such management bonus and share options as may be determined by the Board at its absolute discretion. The remuneration arrangement of Mr. Ou was determined by the Board after discussion with Mr. Ou and with reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee of the Company.

Before the appointments of Mr. Yiu and Mr. Ou became effective on 21 October 2026, they have obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law as referred to in Rule 3.09D of the Listing Rules and have confirmed that they understood their obligations as Directors of the Company and the possible consequences of making a false declaration or giving false information to The Stock Exchange.

* The English name is for identification purpose only

Save as disclosed above, each of Mr. Yiu and Mr. Ou (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; and (iv) 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.

APPOINTMENT OF CHAIRMAN OF THE BOARD

The Board announces that Mr. Yiu has been appointed as chairman of the Board with effect from 21 October 2026.

CHANGE OF AUTHORISED REPRESENTATIVES

Following the resignation of Mr. Liu with effect from 21 October 2026, he has ceased to act as an authorised representative of the Company under Rule 3.05 of the Listing Rules.

The Board further announces that Mr. Ou has been appointed as the Authorised Representative with effect from 21 October 2026, to fill the vacancy following Mr. Liu's cessation to act in the same capacity. Following the above changes, the Authorised Representatives of the Company are Mr. Ou and Mr. Tam Lup Wai, Franky (who remains in office).

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that with effect from 21 October 2026, Mr. Yiu has been appointed as a member of the Remuneration Committee and the chairman of the nomination committee of the Company.

The Board would like to express its warm welcome to Mr. Ou and Mr. Yiu for joining the Board.

By order of the Board of
Zhongzheng International Company Limited
Tam Lup Wai Franky
Director

Hong Kong, 21 October 2026

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yiu Man Fung, Mr. Tam Lup Wai Franky, Mr. Zhang Yuanzhou and Mr. Ou Zhipeng; 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.