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;
(3) RE-APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF AGM

A letter from the Board is set out on page 3 to page 7 of this circular.

A notice convening the AGM to be held at 11:30 a.m. on Thursday, 26 November 2026 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.

28 October 2026

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DEFINITIONS

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 Thursday, 26 November 2026 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"	23 October 2026, 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$0.0008 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. Yiu Man Fung
Mr. Tam Lup Wai Franky
Mr. Ou Zhipeng
Mr. Zhang Yuanzhou

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

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

Registered office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
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

28 October 2026

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;
(3) RE-APPOINTMENT OF AUDITORS; AND
(4) 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 86(2), any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Zhang Yuanzhou who was appointed on 16 June 2026, and Mr. Yiu Man Fung and Mr. Ou Zhipeng who were appointed on 21 October 2026 will retire from office at the AGM and, being eligible, will put themselves up for re-election at the AGM.

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. Tam Lup Wai Franky and Mr. Li Hon Kuen 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 2026 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.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 30 June 2027 is expected to be in the range of approximately HK$700,000 to HK$900,000 (audit fee for the financial year ended 30 June 2026: HK$965,000).

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiations between the Company and ZHONGHUI ANDA CPA Limited. The estimation takes into account various factors, including among others, (i) the scale and complexity of the Group's operations and reporting structure; (ii) the planned scope of statutory and group audit procedures; (iii) the expected level of involvement of partners, managers, audit staff, and specialists; (iv) the expected audit timetable and reporting deadlines; (v) audit quality and regulatory compliance requirements; and (vi) prevailing market conditions affecting the cost of professional audit resources. Furthermore, the estimated audit fee is based on the assumption that (i) there will be no material changes to the Group's existing corporate structure; (ii) no significant acquisitions, disposals, restructurings, or other major transactions; (iii) no material expansion in the number of reporting entities or operating jurisdictions; (iv) no significant changes in applicable accounting standards, auditing standards, listing rules, or regulatory requirements that would substantially increase audit effort; (v) timely availability of management, audit evidence, and supporting documentation; (vi) no significant deficiencies identified that would require extensive additional audit procedures; and (vii) the audit timetable remains substantially consistent with the prior year. The estimated audit fee is a fair and reasonable assessment based on the facts and circumstances currently known, and may be subject to adjustment if there is any material change in the relevant circumstances prior to the final determination of the audit fee. In the event of any material change, the Company will make further disclosure as appropriate.

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 Thursday, 26 November 2026 at 11:30 a.m. At the AGM, ordinary resolutions will be proposed to approve, among other things, the proposed 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, 23 November 2026 to Thursday, 26 November 2026, 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, 20 November 2026.

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
Tam Lup Wai Franky
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 2,060,601,229 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 206,060,122 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 2026 (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 2026).

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$*
2025		
October	0.240	0.170
November	0.199	0.172
December	0.199	0.159
2026		
January	0.260	0.195
February	0.230	0.211
March	0.230	0.173
April	0.192	0.158
May	0.195	0.161
June	0.203	0.145
July	0.169	0.121
August	0.174	0.145
September	0.230	0.132
October (up to Latest Practicable Date)	0.163	0.144

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 Rules 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. Yiu Man Fung (姚文峰) ("Mr. Yiu")
(Executive Director)

Mr. Yiu, aged 52, was 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 on 21 October 2026. He 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 as a growth base and headquarters hub for chain brands, and he has been its honorary president since 2024 upon the rotation of the presidency.

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**").

As at the date of this circular 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.

Save as disclosed above, Mr. Yiu (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.

Mr. Zhang Yuanzhou (張遠舟) ("Mr. Zhang")
(Executive Director)

Mr. Zhang, aged 41, was appointed as an executive Director of the Company on 16 June 2026. He is also the director of the following subsidiaries of the Company, namely, Foshan YS Technology Co., Ltd.* (佛山市伊美眾軟件科技有限公司) ("**YS Tech**"), Shenzhen YS Technology Co., Ltd.* (深圳市美眾雲科技有限責任公司), Skyeve Company Limited and Elise Beauty Group Limited.

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 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 entered into a service agreement with the Company for an initial term of three years with effect 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's 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.

Mr. Ou Zhipeng (區智鵬) ("Mr. Ou")
(Executive Director)

Mr. Ou, aged 36, was appointed as an executive Director of the Company on 21 October 2026. He is also the director of the following subsidiaries of the Company, namely Elise Beauty Group Limited, Skyeve 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), Dongguan StarX Future Technology Company Limited* (東莞星衍未來科技有限公司), Vision South Limited, Yixin Holdings Limited, and Fastport Investments Holdings Limited. He has extensive experience in financial and corporate management. 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 listed companies and in the financial management, and digital transformation projects for Fortune 500 companies. Mr. Ou joined the Company in January 2023 as a senior financial manager, and has been primarily involved in the Group's various restructuring, financing and acquisition exercises.

Mr. Ou obtained a Master's Degree in Accounting from Boston College (Carroll School of Management) in the United States of America ("**USA**") and Bachelor's Degrees in Statistics and Psychology from the University of Minnesota, Twin Cities, USA.

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 also be 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.

Save as disclosed above, 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; (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 English name is for identification purpose only*

Mr. Tam Lup Wai Franky ("Mr. Tam")
(Executive Director)

Mr. Tam, aged 78, was appointed as an executive Director of the Company on 17 December 2001 and the Chairman of the Board on 21 July 2011. Currently Mr. Tam is an executive Director of the Company and the deputy Chairman of the Board. He is also the director of the following subsidiaries of the Company, namely, Big Advanced Holdings Limited, Dongguan Weihang Electrical Product Co. Limited, eForce Management Limited, Fairform Group Limited, Fairform Manufacturing Co. Limited, Qesco International (HK) Limited, StarX DigiTech Company Limited and Smart Guard Limited. Mr. Tam holds a BA in Applied Mathematics from the University of California at Berkeley, USA. He has diversified management experience in the fields of property, retail and technology. He also specializes in formulating and executing business strategies for companies and has experience in the investment of technology start-ups. He was previously an administration director of a conglomerate comprising four listed companies in Hong Kong and directly oversaw the administration of the group and responsible for managing several subsidiaries' operations, including properties acquisition, strategic investments and hotel start-up project. Mr. Tam also served as executive director of a Hong Kong publicly listed fashion retail chain store with over 200 outlets in Hong Kong and China and was instrumental in setting up the franchise operation in the PRC before joining the Company in 2001.

Save as disclosed above, Mr. Tam 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.

There is no service contract between the Company and Mr. Tam and he is not appointed for a specific term but shall be subject to retirement and re-election at annual general meeting of the Company in accordance with the Bye-laws. The total remuneration received by Mr. Tam for the year ended 30 June 2026 was HK$938,000 (including salaries and retirement scheme contributions). Mr. Tam's remuneration is determined with reference to his experiences, duties and responsibilities with the Company and the market benchmark.

Mr. Tam 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. Tam does not have any interests in the shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tam 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. Li Hon Kuen ("Mr. Li")
(Independent Non-executive Director)

Mr. Li, aged 60, was appointed as an independent non-executive Director ("**INED**"), the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Company on 19 July 2013. Mr. Li is a Certified Public Accountant (Practising) in Hong Kong with general assurance experience in clients operating in a variety of industries, including textile, construction, property development, freight forwarding, golf club, jewelry manufacturing and trading, application software development and installation, website design and development, manufacturing and ATM operation business. Moreover, Mr. Li has extensive experience in public listings and due diligence in Hong Kong. Mr. Li had worked in Deloitte and as senior audit manager in RSM Nelson Wheeler before setting up Alfred H.K. Li & Co., CPA, in 2013.

Save as disclosed above, Mr. Li 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. Li has entered into a letter of appointment with the Company on 19 July 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. Li is entitled to a director's fee 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. Li's responsibilities and experience and market benchmarks.

Mr. Li has been serving as an independent non-executive Director for more than nine years since his appointment in 2013. The Company considers that Mr. Li 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. Li's sufficient proven record of attendance and participation in the Company's Board meetings since he joined the Company have shown his proactive commitment to the Company.

Mr. Li possesses academic and professional qualifications. His abundant experience in the accounting and auditing area enables him to bring critical and complementary insights on financial management 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. Li pursuant to Rule 3.13 of the Listing Rules and taking into consideration the recommendations from the Nomination Committee, considers that Mr. Li remains independent. Despite serving on the Board for more than nine years could be relevant to the determination of an independent non-executive Director's independence, Mr. Li has not engaged in any executive management of the Group. Taking into consideration Mr. Li'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. Li.

Mr. Li 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. Li does not have any interests in the shares within the meaning of Part XV of the SFO.

Mr. Li 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.

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**") will be held at Suite 1909B, 19/F., Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 26 November 2026 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 2026.

2. (a) To re-elect Mr. Yiu Man Fung as a Director of the Company.

   (b) To re-elect Mr. Zhang Yuanzhou as a Director of the Company.

   (c) To re-elect Mr. Ou Zhipeng as a Director of the Company.

   (d) To re-elect Mr. Tam Lup Wai Franky as a Director of the Company.

   (e) To re-elect Mr. Li Hon Kuen 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 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
Tam Lup Wai Franky
Executive Director

Hong Kong, 28 October 2026

Notes:

(a) The register of members of the Company will be closed from Monday, 23 November 2026 to Thursday, 26 November 2026, 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 Thursday, 26 November 2026. 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, 20 November 2026.

(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 appointing 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 28 October 2026.