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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)

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.

As at the date of this notice, 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.