
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.

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ZHONGZHENG INTERNATIONAL COMPANY LIMITED

中證國際有限公司

(formerly known as eForce Holdings Limited 意科控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES AND PROPOSED RE-ELECTION OF DIRECTORS AND 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 Monday, 31 May 2021 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, 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. 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.

27 April 2021

* For identification purpose only

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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 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong on Monday, 31 May 2021 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
“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
“Directors”	the directors 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”	20 April 2021, 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

DEFINITIONS

“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.

LETTER FROM THE BOARD

ZHONGZHENG INTERNATIONAL COMPANY LIMITED

中證國際有限公司

(formerly known as eForce Holdings Limited 意科控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

Executive Directors:

Mr. Leung Chung Shan (*Chairman*)

Mr. Tam Lup Wai, Franky (*Deputy Chairman*)

Mr. Qiu Qing (*CEO*)

Mr. Liu Liyang

Mr. Gao Yuxiang

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Mr. Lim Kim Chai, J.P.

Head Office and Principal Place of

Business in Hong Kong:

Suite 3008, Man Yee Building

68 Des Voeux Road Central

Central

Hong Kong

Independent Non-Executive Directors:

Mr. Hau Chi Kit

Mr. Leung Chi Hung

Mr. Li Hon Kuen

27 April 2021

To the Shareholders

Dear Sir and Madam,

**PROPOSED GRANTING OF
GENERAL MANDATES TO REPURCHASE AND ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
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.

* For identification purpose only

LETTER FROM THE BOARD

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.

RE-ELECTION OF 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. Gao Yuxiang, who was appointed on 17 December 2020 will retire from office at the AGM and, being eligible, will put himself 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 a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation. Accordingly, Mr. Leung Chung Shan, Mr. Li Hon Kuen and Mr. Hau Chi Kit will retire from office by rotation at the AGM and being eligible, have offered themselves for re-election at the AGM.

LETTER FROM THE BOARD

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

AGM

The AGM will be convened and held at 11:30 a.m. on Monday, 31 May 2021 at Suite 3008 Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the Repurchase Mandate, the Issuance Mandate and the 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. 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 Wednesday, 26 May 2021 to Monday, 31 May 2021, 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 Tuesday, 25 May 2021.

LETTER FROM THE BOARD

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.

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 10,721,666,832 Shares of HK\$0.00004 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 1,072,166,683 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 31 December 2020 (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 31 December 2020).

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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
	<i>HK\$</i>	<i>HK\$</i>
2020		
April	0.137	0.126
May	0.131	0.112
June	0.126	0.100
July	0.129	0.095
August	0.102	0.085
September	0.093	0.070
October	0.088	0.067
November	0.074	0.057
December	0.073	0.062
2021		
January	0.060	0.023
February	0.037	0.021
March	0.030	0.023
April (up to Latest Practicable Date)	0.025	0.022

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. Leung Chung Shan (“Mr. Leung”)

(Chairman and Executive Director)

Mr. Leung, aged 60, was appointed as an executive Director and the chairman of both the Board and the nomination committee of the Company on 18 January 2018. He is also the director of the following subsidiaries of the Company, namely, eForce Management Limited, Fairform Holdings Limited, New Hong Kong Industrial Company Limited, Hong Kong Zhongzheng Industrial Development Limited, Gainford International Inc., Gofull Investment Limited, Space Treasure Limited and Vision South Limited. Mr. Leung has extensive experience and business interests in the People’s Republic of China (the “PRC”) in the areas of infrastructure development, real estate properties and other areas. Mr. Leung commenced his investments in toll road projects in the early 1990s and began investing in property development in the PRC and Singapore in 1996. Mr. Leung was also the former chairman of the Board and an executive Director during the period between 1 February 2000 and 3 November 2008.

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 service agreement with the Company to act as an executive Director with effect from 18 January 2018 for an initial term of three years subject to rotation in accordance with the bye-laws (the “Bye-laws”) of the Company. The service agreement may be terminated by either party by giving to the other party not less than three months’ written notice in advance. Pursuant to the service agreement, Mr. Leung is entitled to receive a total emoluments of approximately HK\$4,800,000 per annum, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market benchmarks. He is also entitled to a discretionary bonus which shall be decided at the sole discretion of the Board.

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 is beneficially interested in 4,233,534,364 shares of the Company (the “Shares”), representing approximately 39.48% of the issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Leung 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. Gao Yuxiang (“Mr. Gao”)*(Executive Director)*

Mr. Gao, aged 52, was appointed as executive Director of the Company on 17 December 2020. He has extensive experience in the securities and financial industry. Mr. Gao joined CITIC Securities Company Limited (“CITIC Securities”), a company listed on the main board of the Stock Exchange (stock code: 6030), in 2004 and was appointed as a project manager of the transportation industry of investment bank management committee of CITIC Securities in November 2004. Mr. Gao had extensive experience in investment in different industries during his service in CITIC Securities. He is currently the person-in-charge of the infrastructure and real estate industry of investment bank management committee, a member of the investment bank management committee and a member of the senior management of CITIC Securities. Mr. Gao obtained a bachelor’s degree in national economic management from Peking University in July 1995 and a doctoral degree from School of Economics and Management, Beijing Jiaotong University in China in October 2004. Mr. Gao has the title of senior economist in finance since September 2006.

Save as disclosed above, Mr. Gao 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. Gao has entered into a service agreement with the Company to act as an executive Director with effect from 17 December 2020 for an initial term of three years subject to rotation in accordance with the bye-laws (the “Bye-laws”) of the Company. The service agreement may be terminated by either party by giving to the other party not less than one months’ written notice in advance. Pursuant to the service agreement, Mr. Gao will not receive any director’s fee from the Company. His remuneration is subject to review by the Board from time to time with reference to his experience, duties and responsibilities, the prevailing market conditions, the remuneration policy of the Company and the recommendation from the remuneration committee of the Company.

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

Mr. Gao 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. Hau Chi Kit (“Mr. Hau”)*(Independent Non-executive Director)*

Mr. Hau, aged 49, was appointed as an independent non-executive Director and a member of each of 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 from 2001 to 2008 and is currently a solicitor in private practice. Prior to becoming a barrister, Mr. Hau worked at the Securities and Futures Commission. Mr. Hau was an independent non-executive director of Code Agriculture (Holdings) Limited (stock code: 8153), a company listed on the Growth Enterprise Market of the Stock Exchange, from November 2016 to July 2019. Currently, he is an independent non-executive director of Xinyang Maojian Group Limited (formerly known as China Zenith Chemical Group Limited) (stock code: 362) and hmvod Limited (formerly known as Trillion Grand Corporate Company Limited) (stock code: 8103), both of which are companies listed on the Stock Exchange.

Save as disclosed above, Mr. Hau has not held any positions with the Company and its Group and did not hold any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Hau has entered into a letter of appointment with the Company to act as an independent non-executive Director of the Company on 7 March 2014. The initial term of office of Mr. Hau as the independent non-executive Director was one year commencing from 7 March 2014 and shall continue thereafter until either party terminates the appointment by giving at least one month’s prior notice in writing. Mr. Hau is subject to retirement by rotation and re-election by the Shareholders at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Hau is entitled to receive a director’s fees of HK\$132,000 per annum which are determined with reference to his experiences, duties and responsibilities with the Company, and the market benchmark.

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. Li Hon Kuen (“Mr. Li”)*(Independent Non-executive Director)*

Mr. Li, aged 54, was appointed as an independent non-executive Director, 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 Company and its Group and did not hold any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Li has entered into a letter of appointment with the Company to act as an independent non-executive Director of the Company on 19 July 2013. The initial term of office of Mr. Li as the independent non-executive Director was one year commencing from 19 July 2013 and shall continue thereafter until either party terminates the appointment by giving at least one month’s prior notice in writing. Mr. Li is subject to retirement by rotation and re-election by the Shareholders at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Li is entitled to receive a director’s fees of HK\$132,000 per annum which are determined with reference to his experiences, duties and responsibilities with the Company, and the market benchmark.

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**

(formerly known as eForce Holdings Limited 意科控股有限公司)*

(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 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong on Monday, 31 May 2021 at 11:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2020.
2.
 - (a) To re-elect Mr. Leung Chung Shan as a Director of the Company.
 - (b) To re-elect Mr. Li Hon Kuen as a Director of the Company.
 - (c) To re-elect Mr. Hau Chi Kit as a Director of the Company.
 - (d) To re-elect Mr. Gao Yuxiang 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.

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

5. “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 per cent. 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”

6. “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).”

7. “**THAT** conditional upon the passing of the Resolutions no. 5 and 6 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. 6 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 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, 27 April 2021

Notes:

- (a) The register of members of the Company will be closed from Wednesday, 26 May 2021 to Monday, 31 May 2021, 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 Tuesday, 25 May 2021.
- (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.
- (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.eforce.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 27 April 2021.

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Leung Chung Shan, Mr. Tam Lup Wai, Franky, Mr. Liu Liyang, Mr. Gao Yuxiang and Mr. Qiu Qing; one non-executive Director, namely Mr. Lim Kim Chai, J.P.; and three independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Leung Chi Hung and Mr. Li Hon Kuen.

* For identification purpose only