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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)

PROFIT WARNING

This announcement is made by the board (the “**Board**”) of directors of Zhongzheng International Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 25 May 2021, 25 June 2021, 25 July 2021 and 25 August 2021 in relation to a possible disposal of the entire issued share capital of Hong Kong Zhongzheng City Investment Limited (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors of the Company that, based on a preliminary review of the latest unaudited consolidated management accounts of the Group for the six months ended 30 June 2021 and information currently available to the Board, the Group is expected to record a consolidated loss in the range of HK\$120 million to HK\$130 million as compared with a consolidated loss of approximately HK\$18.4 million for the six months ended 30 June 2020.

The deterioration of the financial performance for the six months ended 30 June 2021 as compared to the corresponding period in 2020 was mainly attributable to (i) the decrease in revenue as well as the increase in costs of sales of the healthcare and household business due to the global shipping disruptions, resulting in a drop of the gross profit of this business segment to approximately HK\$4.4 million (2020: approximately HK\$20.2 million); (ii) the absence of gain on bargain purchase for the six months ended 30 June 2021 (2020: approximately HK\$42.8 million); (iii) the increase in selling and distribution expenses by approximately HK\$10.8 million which was primarily due to the additional costs incurred for boosting the sales of the property projects; and (iv) the increase in administrative expenses by approximately HK\$27.0 million.

* For identification purpose only

The Company is still in the process of finalising its interim results for the six months ended 30 June 2021. The information contained in this announcement is only based on a preliminary review by the management of the Company on the unaudited consolidated management accounts of the Group for the six months ended 30 June 2021 currently available, which has not been reviewed by the audit committee of the Company. Further details of the interim results of the Group for the six months ended 30 June 2021 will be disclosed in the interim results announcement (the “**Interim Results Announcement**”), which is expected to be released on 31 August 2021.

The profit warning included in this announcement (the “**Profit Warning**”) constitutes a profit forecast under Rule 10 of the Takeovers Code and requires to be reported on by the Company’s auditor or consultant accountants and financial adviser in compliance with Rule 10.4 of the Takeovers Code. Meanwhile, this announcement is required to be made pursuant to Rule 13.09(2)(a) of the Listing Rules, which requires the Company to issue the profit warning announcement as soon as practicable.

Due to the time constraint in issuing this announcement in compliance with the relevant rules and regulations, the Company has encountered genuine practical difficulties in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code for this announcement. The reports from the Company’s auditor or consultant accountants and financial adviser on the Profit Warning are normally required to be included in the next document sent to the Shareholders. However, if the Interim Results Announcement is issued before the release of such document, and the relevant results and the notes to the financial statements are included in such document, the requirement to report on the Profit Warning under Rule 10.4 of the Takeovers Code will no longer apply.

The Company would like to draw the attention of the Shareholders and potential investors that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Possible Disposal and the Whitewash Waiver.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 30 August 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.

All directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.