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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Zhongzheng International Company Limited (the "**Company**") will be held at 11 a.m. on Thursday, 2 December 2021 at Suite 3008, Man Yee Building, 68 Des Voeux Road Central, Central, Hong Kong, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolutions of the Company (words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular of the Company dated 12 November 2021 (the "**Circular**")):

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the entering into of the sale and purchase agreement (the "**Disposal Agreement**") dated 24 September 2021 made between the Company, Grand Prominent International Limited ("**GPI**") as the vendor, Hong Kong Zhongzheng Huijin Limited ("**HK Huijin**") as the purchaser and 深圳市前海中證城市發展管理有限公司(Shenzhen Qianhai Zhongzheng City Development Management Co., Ltd.*) ("**Qianhai Zhongzheng**") in relation to, among other matters, the proposed disposal (the "**Disposal**") of the entire issued share capital of Hong Kong Zhongzheng City Investment Limited at the consideration as stated in the Disposal Agreement (the "**Consideration**"), and the proposed satisfaction of the Consideration by way of (i) payment of HK$308,432,023 in cash by HK Huijin to GPI; (ii) the assignment by Qianhai Zhongzheng of the P-Note of RMB200,000,000 (equivalent to approximately HK$240,000,000) to the Company (as nominee of GPI) for cancellation and

* *For identification purpose only*

set-off; and (iii) the transfer of an aggregate of 1,938,248,881 shares of a nominal value of HK$0.00004 each in the existing share capital of the Company ("**Buy-Back Shares**") at the imputed buy-back price of approximately HK$0.1237 per Buy-back Share (the "**Share Buy-back**") by 金石投資有限公司 (Goldstone Investment Co., Ltd.*) and Hong Kong Zhongzheng Investment Co. Ltd. (as procured by HK Huijin and Qianhai Zhongzheng) to the Company (as the nominee of GPI) (a copy of the Disposal Agreement is marked "A" and produced to the SGM and signed by the chairman of the SGM for identification purpose) and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed;

(b) subject to the approval having been granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any of his delegate(s) and not having been withdrawn, the Share Buy-back be and is hereby approved and any one director or (if affixing of seal is required) any two directors of the Company be and is/are hereby authorised to sign and execute such documents (including under seal where applicable) and to do all such acts and things incidental to the Share Buy-back or as he/they consider(s) necessary, desirable or expedient to implement or give effect to the Share Buy-back;

(c) the Buy-Back Shares, when bought back by the Company, be cancelled; and

(d) any one director or (if affixing of seal is required) any two directors of the Company be and is hereby authorised for and on behalf of the Company, among other things, to sign, execute, perfect, deliver (including under seal where applicable) and to authorise the signing, executing, perfecting, delivering (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things as he/they may in his/their absolute discretion consider necessary, expedient or desirable to give effect to, implement and/or complete all matters in connection with the Disposal Agreement and the transactions contemplated thereunder (including but not limited to the Disposal and the Share Buy-backs) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Disposal Agreement as he/they may in his/their absolute discretion consider to be desirable and in the interest of the Company and all of such acts of director(s) as aforesaid be and are hereby approved, ratified and confirmed." (Note 1)

2. "**THAT** subject to and conditional upon:

   (a) the passing of the resolution number 1 above; and

   (b) the granting of the waiver by the Executive Director of Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director of any obligation on the part of Mr. Leung Chung Shan ("**Mr. Leung**") to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned or agreed to be subscribed or acquired by Mr. Leung and parties acting in concert with him which would otherwise arise under Rule 26.1 of the Takeovers Code (as defined in the Circular) (the "**Whitewash Waiver**") as a result of the Share Buy-Back) and the satisfaction of any conditions that may be imposed thereon,

   the Whitewash Waiver be and is hereby approved and the board of directors of the Company or a committee thereof be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or to implement the Whitewash Waiver." (Note 1)

3. "**THAT** subject to and conditional upon the passing of the resolutions number 1 and 2 above:

   (a) the application of the proceeds to be obtained from the Disposal for repayment by the Company of the shareholder loans in the aggregate principal amount of HK$250 million and the unpaid accrued interest thereof due to Mr. Lim Kim Chai, a non-executive director of the Company (being a special deal under Rule 25 of the Takeovers Code) (the "**Company Debt Repayment**"), be and are hereby approved, confirmed and ratified; and

(b) any one director or (if affixing of seal is required) any two directors of the Company be and is hereby authorised for and on behalf of the Company, to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or to implement the Company Debt Repayment."

By Order of the Board
Zhongzheng International Company Limited
Liu Liyang
Executive Director and Chief Executive Officer

Hong Kong, 12 November 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:
Suite 3008, Man Yee Building
68 Des Voeux Road Central
Central
Hong Kong

Notes:

1. Under the Takeovers Code (as defined in the Circular), the resolution number 1 above in relation to, among other things, the Share Buy-back, and the resolution number 2 above in relation to the Whitewash Waiver shall be approved by at least 75% of the independent vote that are cast either in person or by proxy by the Independent Shareholders (as defined in the Circular) at the SGM.

2. Any shareholder ("**Shareholder(s)**") of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead 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.

3. 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 notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office 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 and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be).

4. The register of members of the Company will be closed from Monday, 29 November 2021 to Thursday, 2 December 2021, (both days inclusive) for the purpose of determination of the identity of the Shareholders entitled to attend and vote at the SGM. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 26 November 2021. (Hong Kong time).

5. Completion and return of the proxy form shall not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Where there are joint holders of any ordinary shares ("**Shares**" and each a "**Share**") of HK$0.00004 each in the share capital of the Company, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she/it were solely entitled hereto; but if more than one of such joint holders be present at the SGM, 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.

7. A form of proxy for use at the SGM is attached herewith.

8. Any voting at the SGM shall be taken by poll.

9. The form of proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" is/are in force at any time after 8 a.m. on the date of the SGM, 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.

PRECAUTIONARY MEASURES FOR SGM

The health of the Shareholders, staff and stakeholders of the Company is of paramount importance. To prevent and control the spread of the ongoing novel coronavirus ("**COVID-19**") pandemic, the Company will implement the following at the SGM as part of the control measures to safeguard the health and safety of the attending Shareholders, staff and stakeholders of the Company:

(a) compulsory body temperature checks will be conducted for every attending Shareholder, proxy or other attendee at the entrance of the meeting venue. Any person who has a body temperature of over 37.5 degree Celsius or is subject to the mandatory quarantine order imposed by the Hong Kong Government will be denied entry into or be required to leave the meeting venue, and the Company will request such persons to stay in an isolated place for completing the voting procedures;

(b) each attendee must wear a surgical face mask throughout the SGM and inside the SGM venue;

(c) the Company will maintain a safe distance between seats;

(d) no refreshments and beverages will be served;

(e) no distribution of coupons for subsequent consumption; and

(f) attendees will be accommodated in separate partitioned rooms or areas of not more than 20 persons (or such number as may be allowed under the Prevention and Control of Disease (Prohibition or Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong)) each.

In addition, the Company would like to remind all attending Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. The Company strongly encourages the Shareholders to consider appointing the chairman of the SGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the SGM, instead of attending the SGM in person.

In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring the change of the date or place of the meeting, the Company will publish an announcement on the websites of both the Company (www.zhongzheng.com.hk) and the HKEXnews (www.hkexnews.hk) to notify the Shareholders that the SGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). The Company will publish a further announcement on its corporate website (www.zhongzheng.com.hk) and the HKEXnews' website (www.hkexnews.hk) to notify the Shareholders of the date, time and location of the adjourned SGM.

As at the date of this notice, the board of directors of the Company 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.