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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 2 DECEMBER 2021

References are made to the circular (the “**Circular**”) and the notice of special general meeting (the “**SGM Notice**”) of Zhongzheng International Company Limited (the “**Company**”) both dated 12 November 2021 in relation to, among other things, the proposed disposal of the entire equity interest in Hong Kong Zhongzheng City Investment Limited involving share buy-back, application for whitewash waiver and special deal. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the SGM Notice.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the proposed resolutions as set out in the SGM Notice were duly passed by the Independent Shareholders by way of poll at the special general meeting held on 2 December 2021 (the “**SGM**”). The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued Shares of the Company was 10,721,666,832 Shares.

As disclosed in the Circular, by reason of the requirements of the Buy-backs Code, the Takeovers Code and the Listing Rules, (i) Mr. Leung and parties acting in concert with him; and (ii) Mr. Lim, Goldstone and Zhongzheng Investment and their respective associates were required to abstain from voting in respect of the resolutions at the SGM. As at the date of the SGM, (i) Mr. Leung held 4,233,534,364 Shares, representing approximately 39.48% of the issued share capital of the Company; (ii) Mr. Lim held 1,569,420,951 Shares, representing approximately 14.64% of the issued share capital of the Company; (iii) Zhongzheng Investment held 1,259,861,773 Shares, representing

* For identification purpose only

approximately 11.75% of the issued share capital of the Company; and (iv) Goldstone held 678,387,108 Shares, representing approximately 6.33% of the issued share capital of the Company. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote on the resolutions at the SGM was 2,980,462,636 Shares. The Independent Shareholders (in person or by proxy) holding an aggregate of 132,810,950 Shares were present at the SGM.

Save as disclosed above, (i) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the SGM; (ii) there were no Shares entitling the holders thereof to attend and abstain from voting in favour of any resolutions at the SGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholder was required to abstain from voting at the SGM under the Listing Rules. Save as aforesaid, there was no restriction on any Shareholders to attend and cast votes on the resolutions at the SGM.

The poll results in respect of the resolutions put to vote at the SGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares <i>(Approximate percentage)</i>	
		For	Against
1.	To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder, including the Share Buy-back.	131,752,450 (99.2030%)	1,058,500 (0.7970%)
2.	To approve, confirm and ratify the Whitewash Waiver.	131,752,450 (99.2030%)	1,058,500 (0.7970%)
3.	To approve, confirm and ratify the Company Debt Repayment, which constitutes a special deal under Rule 25 of the Hong Kong Code on Takeovers and Mergers.	131,752,450 (99.2030%)	1,058,500 (0.7970%)

Note: Please refer to the Circular and SGM Notice for details and full text of the above resolutions.

As set out in the Circular, the ordinary resolution no. 3 is required to be approved by more than 50% of votes by the Independent Shareholders, whereas the ordinary resolutions no. 1 and 2 relating to the Share Buy-Back and the Whitewash Waiver are required to be approved by at least 75% of votes by the Independent Shareholders at the SGM under the Takeovers Code.

As more than 50% of the votes were cast in favour of each of the above resolutions, the resolutions were duly passed as ordinary resolutions of the Company. In addition, as more than 75% of the votes were cast in favour of the resolutions no. 1 and 2 relating to the Share Buy-Back and the Whitewash Waiver, the conditions precedent that Completion shall be subject to the approval of the Share Buy-back and the Whitewash Waiver by at least three-fourths of the votes cast by the Independent Shareholders present at the SGM have been satisfied.

APPROVAL OF THE SHARE BUY-BACK AND CONSENT TO THE SPECIAL DEAL

The Share Buy-back constitutes an off-market share buy-back by the Company under the Buy-backs Code and the Company Debt Repayment constitutes a special deal under Rule 25 of the Takeovers Code. The Company has made an application to the Executive for (i) approval of the Share Buy-back pursuant to Rule 2 of the Buy-backs Code; and (ii) its consent to the Special Deal pursuant to Note 5 to Rule 25 of the Takeovers Code.

On 1 December 2021, the Executive has granted the approval of the Share Buy-back under Rule 2 of the Buybacks Code, subject to the fulfilment of, among other things, approval of the Share Buy-back by at least three-fourths of the votes cast on a poll by the Independent Shareholders in attendance in person or by proxy at the SGM, and the relevant approval by the Independent Shareholders has been obtained.

The Executive has also granted the consent to the Special Deal, which is subject to the approval of the Special Deal by the Independent Shareholders at the SGM by way of poll, and the relevant approval by the Independent Shareholders has been obtained.

GRANT OF THE WHITEWASH WAIVER

An application has been made by Mr. Leung to the Executive pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code for a waiver of his obligation to make a general offer for the Shares which would otherwise arise as a result of the Share Buy-back by the Company. On 1 December 2021, the Executive has granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the Share Buy-back being approved by a vote of the Independent Shareholders at the SGM, to be taken on poll; and (ii) unless the Executives gives prior consent, no acquisition or disposal of voting rights being made by Mr. Leung and his concert parties between the Announcement and the Completion. The aforesaid condition (i) in respect of the approval of the Whitewash Waiver and the Share Buy-back by the Independent Shareholders has been obtained.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As set out in the Circular, following Completion, the Buy-back Shares will be cancelled and the number of Shares in issue following the Share Buy-back will be reduced from 10,721,666,832 (being the number of issued Shares as at the date of this announcement) to 8,783,417,951. As at the date of this announcement, Mr. Leung, an executive Director and the Chairman of the Company, is interested in a total of 4,233,534,364 Shares, representing approximately 39.48% of the issued share capital of the Company. Assuming there will be no changes in the shareholdings of Mr. Leung and the issued share capital of the Company from the date of this announcement to Completion before the Share Buy-back by the Company, immediately upon the Share Buy-back having taken place, the percentage shareholding of Mr. Leung will be increased from approximately 39.48% before the Share Buy-back to approximately 48.20% after the Share Buy-back.

FULFILLMENT OF CONDITIONS PRECEDENT TO THE DISPOSAL AGREEMENT

As at the date of this announcement, the conditions precedent (i), (ii), (iii), (iv) and (v) to Completion as set out in the letter from the Board contained in the Circular have been fulfilled, and the conditions precedent (vi), (vii), (viii), (ix), (x) and (xi) as set out in the letter from the Board contained in the Circular are expected to be fulfilled immediately prior to the Completion. Further announcement(s) will be made by the Company upon the Completion.

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

Hong Kong, 2 December 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 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.