

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

ZHONGZHENG INTERNATIONAL COMPANY LIMITED

中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

SECOND SUPPLEMENTAL AGREEMENT IN RESPECT OF VERY SUBSTANTIAL DISPOSAL IN RELATION TO THE DISPOSAL OF THE ENTIRE EQUITY INTEREST IN HONG KONG ZHONGZHENG CITY INVESTMENT LIMITED INVOLVING OFF-MARKET SHARE BUY-BACK AND SPECIAL DEAL

References are made to (i) the announcements of Zhongzheng International Company Limited (the “**Company**”) dated 24 September 2021 and 2 December 2021 and the circular of the Company dated 12 November 2021 (the “**Circular**”) regarding, among other things, the disposal of the entire equity interest in Hong Kong Zhongzheng City Investment Limited involving share buy-back, application for whitewash waiver and special deal; and (ii) the announcement of the Company dated 31 December 2021 in relation to the extension of the long stop date. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

Pursuant to the Disposal Agreement (as supplemented and amended by the supplemental agreement dated 31 December 2021), Completion will take place on the third Business Day after fulfillment or waiver (as the case may be) of all of the conditions precedent to the Disposal Agreement, or such other date as the parties to the Disposal Agreement may agree in writing (the “**Completion Date**”).

As at the date of this announcement, all of the conditions precedent to the Disposal Agreement were fulfilled or waived (as the case may be). However, as additional time is required for the parties to prepare for the Completion, on 28 February 2022, the parties to the Disposal Agreement entered into a second supplemental agreement, pursuant to which, the parties agreed to extend the Completion Date to 31 May 2022 or such other date as the parties to the Disposal Agreement may agree.

In consideration for the Company agreeing to extend the Completion Date, a non-refundable deposit of HK\$24,000,000 shall be paid by HK Huijin to GPI (a direct wholly-owned subsidiary of the Company) in cash on or before 7 March 2022. Upon Completion, the deposit shall become part payment of the cash consideration for the Disposal.

Save as disclosed above, all other terms and conditions of the Disposal Agreement (as supplemented and amended by the supplemental agreement dated 31 December 2021) remain unchanged and in full force and effect in all respects.

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

Hong Kong, 28 February 2022

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Leung Chung Shan, Mr. Tam Lup Wai, Franky, Mr. Liu Liyang 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.