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ZHONGZHENG INTERNATIONAL COMPANY LIMITED

中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

THIRD 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; (ii) the announcement of the Company dated 31 December 2021 in relation to the extension of the long stop date; and (iii) the announcement of the Company dated 28 February 2022 in respect of the extension of completion 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 agreements dated 31 December 2021 and 28 February 2022), Completion will take place on 31 May 2022 or such other date as the parties to the Disposal Agreement may agree in writing (the “**Completion Date**”).

As additional time is required for the parties to prepare for the Completion, on 31 May 2022, the parties to the Disposal Agreement entered into a third supplemental agreement, pursuant to which, the parties agreed to extend the Completion Date to 15 June 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, an additional refundable deposit of HK\$100 million (the “**Refundable Deposit**”) shall be paid by HK Huijin to GPI (a direct wholly-owned subsidiary of the Company) in cash on or before 12 June 2022. Upon Completion, the Refundable Deposit, together with the non-refundable deposit of HK\$24 million previously received, shall become part payment of the cash consideration of HK\$308,432,023 for the Disposal. In the event that the Disposal is terminated or in any cases that Completion does not take place, the Company shall forthwith refund to the Purchaser the Refundable Deposit of HK\$100 million, without interest, within three days from the date of such termination.

Save as disclosed above, all other terms and conditions of the Disposal Agreement (as supplemented and amended by the supplemental agreements dated 31 December 2021 and 28 February 2022) 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, 31 May 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.