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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)

FURTHER EXTENSION OF COMPLETION DATE 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; (iii) the announcements of the Company dated 28 February 2022, 31 May 2022, 15 June 2022, 30 June 2022, 29 July 2022, 1 September 2022 and 30 September 2022 in respect of the extensions of the Completion Date; and (iv) the announcement of the Company dated 24 October 2022 in respect of, among other things, the cancellation of the P-Note (the “**P-Note Cancellation Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular and the P-Note Cancellation Announcement.

On 28 February 2022, all conditions precedent to the Disposal Agreement were fulfilled and the Disposal shall proceed to Completion. However, as additional time is required for HK Huijin to arrange the funding for settling the Cash Consideration, the Completion Date has been extended to 30 November 2022 (or such other date as the parties to the Disposal Agreement may agree) by way of various supplemental agreements signed by the parties and extension letters issued by the Company.

As disclosed in the P-Note Cancellation Announcement, HK Huijin has irrevocably and unconditionally agreed to the Cancellation and the Waiver, and the parties to the Disposal Agreement intended to enter into a supplemental agreement to the Disposal Agreement to effect the Possible Pre-Completion Share Cancellation. As additional time is required for the parties to the Disposal Agreement to negotiate and finalise the terms of the supplemental agreement, HK Huijin requested, and Company and GPI (a direct wholly-owned subsidiary of the Company) agreed in writing on 30 November 2022, to extend the Completion Date to 7 December 2022.

Save as disclosed above, all other terms and conditions of the Disposal Agreement (as amended and supplemented by the supplemental agreements and the extension letters) 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, 30 November 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.