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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 JULY 2023; AND (2) RETIREMENT OF DIRECTOR AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEE

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Zhongzheng International Company Limited (the “**Company**”) both dated 27 June 2023. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the AGM Notice.

POLL RESULTS OF THE AGM

The board of directors (the “**Board**”) of the Company is pleased to announce that, at the AGM held on 20 July 2023, all the resolutions stated in the AGM Notice were taken by the Shareholders by way of poll. The vote-taking at the AGM was scrutinized by the Company’s Hong Kong branch share registrar, Union Registrars Limited.

As at the date of the AGM, the total number of issued Shares of the Company entitling the shareholders to attend and vote for or against all the resolutions proposed at the AGM was 10,721,666,832 ordinary shares. There were no restrictions on any shareholders casting their votes on any of the proposed resolutions at the AGM and there were no shares entitling the shareholders to attend and vote only against the resolutions at the AGM. There were no Shares entitling the holders to attend the AGM but who should abstain from voting in favour as set out in Rule 13.40 of the Listing Rules, nor were there any holders of Shares that are required under the Listing Rules to abstain from voting.

None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Directors including Mr. Tam Lup Wai, Franky, Mr. Liu Liyang, Mr. Hau Chi Kit, Mr. Leung Chi Hung and Mr. Li Hon Kuen attended the AGM in person; while Mr. Leung Chung Shan, Mr. Qiu Qing and Mr. Lim Kim Chai, J.P. did not attend the AGM due to other engagement.

The poll results in respect of the resolutions passed at the AGM were as follows:

Ordinary Resolutions		No. of shares voted For the Resolution (% of total number of votes cast)	No. of shares voted Against the Resolution (% of total number of votes cast)
1.	To receive and adopt the Audited Financial Statements, the Report of the Directors and the Independent Auditor's Report for the eighteen months ended 30 June 2022.	5,804,032,375 (82.165%)	1,259,861,773 (12.835%)
The resolution was duly passed as an ordinary resolution.			
2(a).	To re-elect Mr. Tam Lup Wai, Franky as a Director of the Company.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
2(b).	To re-elect Mr. Liu Liyang as a Director of the Company.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
2(c).	To re-elect Mr. Qiu Qing as a Director of the Company.	1,260,896,323 (17.850%)	5,802,997,825 (82.150%)
The resolution was not passed as an ordinary resolution.			
2(d).	To re-elect Mr. Lim Kim Chai, J.P. as a Director of the Company.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
2(e).	To re-elect Mr. Leung Chi Hung as a Director of the Company.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
3.	To authorise the Board to fix the Directors' remuneration.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		No. of shares voted For the Resolution (% of total number of votes cast)	No. of shares voted Against the Resolution (% of total number of votes cast)
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor and to authorise the Directors to fix their remuneration.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
5(A).	To approve the granting to the Directors the general and unconditional mandate to repurchase shares in the capital of the Company up to 10% of the aggregate number of issued Shares of the Company.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
5(B).	To approve the granting to the Directors the general and unconditional mandate to allot, issue and deal with new shares not exceeding 20% of the aggregate number of issued Shares of the Company.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
5(C).	To approve the extension of the authority granted to the Directors by Resolution no. 5(B) above by adding the aggregate number of shares repurchased pursuant to the authority granted to the Directors by Resolution no. 5(A) above.	7,063,894,148 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			

The description of the resolutions above is by way of summary only. The full text appears in the AGM Notice.

RETIREMENT OF DIRECTOR AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEE

As the resolution numbered 2(c) for the re-election of Mr. Qiu Qing (“**Mr. Qiu**”) as a Director of the Company was not passed as an ordinary resolution at the AGM, accordingly, the Board announces that Mr. Qiu has retired as an executive Director and has ceased to be a member of the nomination committee and the remuneration committee of the Company with effect from the conclusion of the AGM (the “**Retirement**”) on 20 July 2023. The Board further announces that Mr. Qiu ceased to be the chief executive officer of the Company with effect from 20 July 2023.

The Board is not aware of any disagreement with Mr. Qiu and any matters relating to the Retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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

Hong Kong, 20 July 2023

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