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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 DECEMBER 2023

Reference is made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of annual general meeting (the “**AGM**”) of Zhongzheng International Company Limited (the “**Company**”) both dated 30 November 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 (the “**Board**”) of directors of the Company (the “**Director(s)**”) is pleased to announce that, at the AGM held on 22 December 2023, all the resolutions stated in the AGM Notice were duly passed 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 12,824,484,010 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 Company’s circular dated 30 November 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.

All the Directors attended the AGM either in person or by electronic means.

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 year ended 30 June 2023.	5,804,024,405 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
2(a).	To re-elect Mr. Hau Chi Kit as a Director of the Company.	5,804,024,405 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
2(b).	To re-elect Mr. Li Hon Kuen as a Director of the Company.	5,804,024,405 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
3.	To authorise the Board to fix the Directors' remuneration.	5,804,024,405 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor and to authorise the Directors to fix their remuneration.	5,804,024,405 (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.	5,804,024,405 (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.	5,804,024,405 (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#.	5,804,024,405 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			

Special 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)
6.	To approve the proposed amendments to the bye-laws of the Company and the adoption of the amended and restated bye-laws of the Company incorporating and consolidating all the proposed amendments.	5,804,024,405 (100%)	0 (0%)
The resolution was duly passed as a special resolution.			

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

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

Hong Kong, 22 December 2023

As at the date of this announcement, the Board comprises two executive Directors, namely 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.