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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)**

## **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Zhongzheng International Company Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 19 July at Unit 5, 10/F, Bank of East Asia Harbour View Centre, No.56 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolution as an ordinary resolution of the Company (words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular of the Company dated 28 June 2024 (the “**Circular**”)):

### **ORDINARY RESOLUTION**

1. “**THAT:**

- a. the entering into of the sale and purchase agreement (the “**Disposal Agreement**”) dated 6 May 2024 between the Company and Grand Prominent International Limited (“**GPI**”) as vendors and Mr. Lim Kim Chai (“**Mr. Lim**”) as purchaser in relation to, among other matters,
  - (1) the proposed disposal of the entire issued share capital of Hong Kong Zhongzheng City Investment Limited (the “**Disposal Company**”) as at the date of the Disposal Agreement by GPI to Mr. Lim for a consideration of HK\$53,689,580.45, which shall be satisfied by Mr. Lim by offsetting against the outstanding interest accrued on (i) the unsecured shareholder’s loan owing by the Company to Mr. Lim in the principal amount of HK\$20 million bearing interest at the rate of 2.2% per annum and (ii) the unsecured shareholder’s loan owing by the Company to Mr. Lim in the principal amount of HK\$230 million bearing interest at the rate of 5.0% per annum (collectively, the “**Shareholder’s Loans**”) owed by the Company to Mr. Lim up to the date of the Disposal Agreement on a dollar for dollar basis;

- (2) the proposed disposal of the unsecured loans and amount owed by 深圳市中證瑞豐管理有限公司 (Shenzhen Zhongzheng Ruifeng Management Co., Ltd.\*) (“**Ruifeng**”) to the Company as at the date of the completion of the Disposal (as defined below), being the aggregate of (i) the shareholder’s loans owed by Ruifeng to the Company with outstanding principal amount of HK\$139,099,040 and accrued interest of HK\$35,049,316; and (ii) the amount due from Ruifeng to the Company under current account of HK\$2,017,000, as at 30 June 2023 and up to the date of the Disposal Agreement, by the Company to Mr. Lim for a nominal cash consideration of HK\$1 (together with (1) be referred to as the “**Disposal**”); and
- (3) subject to and upon the completion of the Disposal, Mr. Lim extending the repayment date of the principal of the Shareholder’s Loans (plus accrued interest) from 31 December 2024 to 31 December 2027,

(a copy of the Disposal Agreement is marked “**A**” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed; and

- b. any one director or (if affixing of seal is required) any two directors of the Company be and is hereby authorised for and on behalf of the Company, among other things, to sign, execute, perfect, deliver (including under seal where applicable) and to authorise the signing, executing, perfecting, delivering (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things as he/they may in his/their absolute discretion consider necessary, expedient or desirable to give effect to, implement and/or complete all matters in connection with the Disposal Agreement and the transactions contemplated thereunder (including but not limited to the Disposal) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Disposal Agreement and the ancillary documents and deeds as he/they may in his/their absolute discretion consider to be desirable and in the interest of the Company and all of such acts of director(s) as aforesaid be and are hereby approved, ratified and confirmed.”

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

Hong Kong, 28 June 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of business:*  
Unit 5, 10/F  
Bank of East Asia Harbour View  
Centre  
No.56 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 16 July 2024 to Friday, 19 July 2024 (both dates inclusive) for the purpose of ascertaining entitlement of shareholders of the Company (the “**Shareholder(s)**”) to attend and vote at the SGM. No transfer of the shares of the Company (the “**Shares**”) will be registered on those dates. In order to qualify for the Shareholders’ entitlement to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 15 July 2024.
2. The Company will not serve or provide refreshments drinks or souvenirs at the SGM. Any Shareholder entitled to attend and vote at the SGM may choose to vote by filling in and submitting the relevant proxy form of the SGM, and appoint the chairman of the SGM as a proxy to vote on relevant resolution on his/her/its behalf as instructed in accordance with the relevant proxy form instead of attending the SGM in person. For details, please refer to the proxy form of the SGM.
3. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the SGM is entitled to appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending the SGM and vote in person if the member so wishes, but the proxy’s authority to vote on a resolution is to be regarded as revoked if the member attends in person at the SGM and votes on that particular resolution.
4. A proxy form for the SGM is enclosed with the Company’s circular. Such proxy form is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.zhongzheng.com.hk](http://www.zhongzheng.com.hk). In order to be valid, a proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting.
5. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

6. Any voting at the SGM shall be taken by poll.
7. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of the Company at ([www.zhongzheng.com.hk](http://www.zhongzheng.com.hk)) and on the website of the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*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.*