



MERDEKA CORPORATE FINANCE LIMITED

领智企业融资有限公司

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19 June 2025

BY EMAIL AND BY POST

The Board of Directors
Zhongzheng International Company Limited
Room 1005,
Bank of East Asia Harbour View Centre,
56 Gloucester Road, Wanchai,
Hong Kong

Dear Sirs,

- (1) PROPOSED SHARE CONSOLIDATION, SHARE PREMIUM
REDUCTION AND CHANGE IN BOARD LOT SIZE;
(2) CONNECTED TRANSACTION IN RELATION TO ISSUE OF NEW
SHARES UNDER SPECIFIC MANDATE FOR DEBT CAPITALISATION;
(3) APPLICATION FOR WHITEWASH WAIVER;
(4) PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS
SHARE
FOR EVERY TWO (2) CONSOLIDATED SHARES HELD ON THE
RECORD DATE;
AND
(5) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT**

We, Merdeka Corporate Finance Limited, refer to the circular dated 19 June 2025 jointly issued by Zhongzheng International Company Limited. (the “**Company**”) to the Shareholders in connection with the captioned transactions (the “**Circular**”). Unless otherwise stated, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

We would like to confirm that we are a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the captioned transactions.

We hereby confirm that (i) as at the Latest Practicable Date, we did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (ii) as at the Latest Practicable Date, we did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 30 June 2024, being the date to which the latest published audited financial statements of the Group were made up.

We have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of the references to our name and/or our opinion in the form and context in which they are included.

We further consent to the "Letter from Merdeka Corporate Finance" and this letter being available on display from the date of the Circular up to and including the date of the SGM as described in the paragraph headed "15. DOCUMENTS ON DISPLAY" in Appendix III to the Circular.

Yours faithfully,
For and on behalf of
Merdeka Corporate Finance Limited

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

Wallace So
Managing Director