



中匯
ZHONGHUI

中匯安達會計師事務所有限公司

ZHONGHUI ANDA CPA LIMITED

香港九龍灣宏照道38號企業廣場第五期2座23樓

23/F, Tower 2, Enterprise Square Five, 38 Wang

Chiu Road, Kowloon Bay, Kowloon, Hong Kong

Tel +852 2155 8288 Fax +852 2564 2297

Our Ref: E076/FE

19 June 2025

The Board of Directors
Zhongzheng International Company Limited
Room 1005, 10/F,
Bank of East Asia Harbour View Centre,
56 Gloucester Road, Wanchai, Hong Kong
Dear Sirs,

**Zhongzheng International Company Limited (Stock code: 943) (the “Company”)
Proposed share consolidation, share premium reduction and change in board lot size; connected transaction in relation to issue of new shares under specific mandate for debt capitalisation; application for whitewash waiver; proposed rights issue on the basis of one rights issue for every two consolidated shares held on the record date and connected transaction in relation to the underwriting agreement**

We refer to the Company’s circular dated 19 June 2025 (the “Circular”) in relation to the captioned subject. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

As at the Latest Practicable Date, we had no shareholding, directly or indirectly, in any member of the Group nor we have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

We hereby give and agree not to withdraw our consent to the issue of the Circular, with the inclusion therein of the references to our name and our accountants’ report on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to the Circular dated 19 June 2025 in the form and context in which they are included.

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 further consent to our report on the unaudited pro forma financial information of the Group 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,


ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Hong Kong