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Zijing International Financial Holdings Limited

紫荊國際金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8340)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of shareholders of Zijing International Financial Holdings Limited (the “**Company**”) will be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong at 11:00 a.m. on Wednesday, 2 November 2022. for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 17 October 2022, a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company (the “**Existing Shares**”) be and are hereby consolidated into one (1) consolidated share of par value of HK\$0.10 (the “**Consolidated Shares**”) such that the authorised share capital of the Company will be changed from HK\$2,000,000,000 divided into 200,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$2,000,000,000 divided into 20,000,000,000 Consolidated Shares of par value of HK\$0.10 each (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

- (c) the board of Directors (the “**Board**”) be and is hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to Share Consolidation and the transactions contemplated thereunder.”

On behalf of the Board
Zijing International Financial Holdings Limited
Lee Chun Wai
Chairman

Hong Kong, 17 October 2022

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Principal Place of Business:

Units 502A, 503 and 503A, 5/F, Tower 2
Admiralty Centre, No.18 Harcourt Road
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 11:00 a.m. on Monday, 31 October 2022 or not less than 48 hours before the time appointed for the adjourned EGM.
3. To ascertain the shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 28 October 2022 to Wednesday, 2 November 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Thursday, 27 October 2022.

4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM, and in such event, such form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM, 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 in respect of such joint holding.
6. A form of proxy for use at the EGM is attached herewith.
7. Any voting at the EGM shall be taken by poll.
8. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
9. Unless otherwise announced by the Company, the EGM will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a Black Rainstorm Warning Signal is in force on the date of the EGM.

Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises the following Directors:

Executive Directors

Mr. Lee Chun Wai (*Chairman*)

Mr. Lee Chan Wah

Non-executive Director

Dr. Leung Kin Cheong Laurent

Independent Non-Executive Directors

Mr. Choi Tak Fai

Ms. Lee Pui Ching

Ms. Lau Mei Suet

As at the date hereof, the Board comprises Mr. Lee Chun Wai and Mr. Lee Chan Wah being the executive Directors; and Dr. Leung Kin Cheong Laurent being the non-executive Director; and Mr. Choi Tak Fai, Ms. Lee Pui Ching and Ms. Lau Mei Suet being the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk/> for at least 7 days from the date of its posting and on the website of the Company at <http://www.hklistco.com/8340>.