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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)**

### **PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Zijing International Financial Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the memorandum and articles of association of the Company (the “**Existing M&A**”) to (i) reflect the change of the Company’s name (which was approved by a special resolution on 20 May 2022 and registered by the Registrar of Companies in the Cayman Islands on 25 May 2022); (ii) bring the Existing M&A into line with the Core Shareholder Protection Standards set out in Appendix 3 of the GEM Listing Rules (which came into effect on 1 January 2022); (iii) make the Existing M&A up to date from a Cayman Islands legal perspective; and (iv) make various consequential amendments to, and correct various typographical and other minor errors in the Existing M&A (the “**Proposed Amendments**”). As such, the Board proposes to adopt the amended and restated memorandum and articles of association (the “**Amended M&A**”) containing the Proposed Amendments in substitution for, and to the exclusion of the Existing M&A.

The adoption of the Amended M&A is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (the “**AGM**”) of the Company, and will become effective upon the approval by the Shareholders at the AGM. A circular containing, among other things, further details concerning the Proposed Amendments and the full terms of the Proposed Amendments, together with the notice of the AGM and the proxy form, will be despatched to the Shareholders in due course.

By order of the Board  
**Zijing International Financial Holdings Limited**  
**Lee Chun Wai**  
*Chairman and Executive Director*

Hong Kong, 21 March 2023

*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 nonexecutive 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 of Hong Kong Limited 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>.*