

# 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)**

### **INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2023**

#### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This announcement, for which the directors of Zijing International Financial Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“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.*

## HIGHLIGHTS

- The Group recorded a turnover of approximately HK\$6.22 million for the six months ended 30 June 2023 (2022: approximately HK\$10.35 million).
- Loss attributable to owners of the Company for the six months ended 30 June 2023 amounted to approximately HK\$3.65 million as compared to loss attributable to owners of the Company of approximately HK\$1.24 million for the corresponding period in 2022.
- Loss attributable to owners of the Company for the three months ended 30 June 2023 amounted to approximately HK\$1.22 million which increased the overall loss attributable to owners of the Company of approximately HK\$3.65 million for the six months ended 30 June 2023.
- The Directors do not recommend the payment of any dividend for the six months ended 30 June 2023 (2022: nil).

## INTERIM RESULTS (UNAUDITED)

The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 June 2023 together with the comparative unaudited figures for the corresponding periods in 2022 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Three months ended 30 June		Six months ended 30 June	
		2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Revenue	2	3,309	5,267	6,222	10,347
Operating expenses		<u>(4,531)</u>	<u>(6,624)</u>	<u>(9,869)</u>	<u>(11,586)</u>
Loss from operations and before taxation		<b>(1,222)</b>	(1,357)	<b>(3,647)</b>	(1,239)
Income tax	4	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Loss for the period and attributable to owners of the Company		<u><b>(1,222)</b></u>	<u>(1,357)</u>	<u><b>(3,647)</b></u>	<u>(1,239)</u>
Other comprehensive expense for the periods, net of income tax		<u>(382)</u>	<u>(29)</u>	<u>(166)</u>	<u>(29)</u>
Total comprehensive expense for the period attributable to owners of the Company		<u><b>(1,604)</b></u>	<u>(1,386)</u>	<u><b>(3,813)</b></u>	<u>(1,268)</u>
Loss per share (expressed in HK cents per share)					
— Basic and diluted	5	<u><b>(1.8)</b></u>	<u>(2.1)</u>	<u><b>(5.6)</b></u>	<u>(2.0)</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		30 June 2023 <i>HK\$'000</i> (Unaudited)	31 December 2022 <i>HK\$'000</i> (audited)
<b>Non-current assets</b>			
Property, plant and equipment	6	6,253	7,848
Rental and other deposits paid		686	698
		6,939	8,546
<b>Current assets</b>			
Trade and other receivables	7	13,720	10,103
Cash and cash equivalents		8,645	13,508
		22,365	23,611
<b>Current liabilities</b>			
Accrued expenses and other payables		990	1,217
Provision		—	140
Lease liabilities		2,581	2,311
Tax payable		58	58
		3,629	3,726
<b>Net current assets</b>		18,736	19,885
<b>Non-current liabilities</b>			
Lease liability		2,903	4,376
		2,903	4,376
<b>NET ASSETS</b>		22,772	24,055
<b>Capital and reserves</b>			
Share capital	8	7,680	6,400
Reserves		15,092	17,655
<b>TOTAL EQUITY</b>		22,772	24,055

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

	Attributable to owners of the Company				Total equity <i>HK\$'000</i>
	Share capital <i>HK\$'000</i>	Share premium and reserve <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	(Accumulated losses)/ Retained earnings <i>HK\$'000</i>	
<b>At 1 January 2022 (audited)</b>	6,400	21,787	—	3,252	31,439
Loss for the period	—	—	—	(1,239)	(1,239)
Exchange differences arising on translation of foreign operation	—	—	(29)	—	(29)
Total comprehensive expense for the period	—	—	(29)	(1,239)	(1,268)
<b>At 30 June 2022 (unaudited)</b>	6,400	21,787	(29)	2,013	30,171
<b>At 1 January 2023 (audited)</b>	6,400	21,787	185	(4,317)	24,055
Loss for the period	—	—	—	(3,647)	(3,647)
Exchange differences arising on translation of foreign operation	—	—	(166)	—	(166)
Total comprehensive expense for the period	—	—	(166)	(3,647)	(3,813)
Issue of ordinary shares	1,280	1,280	—	—	2,560
Transaction costs attributable to issue of ordinary shares	—	(30)	—	—	(30)
<b>At 30 June 2023 (unaudited)</b>	<u>7,680</u>	<u>23,037</u>	<u>19</u>	<u>(7,964)</u>	<u>22,772</u>

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

	<b>Six months ended</b>	
	<b>30 June</b>	
	<b>2023</b>	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(unaudited)</b>	(unaudited)
Net cash used in operations activities	<b>(5,938)</b>	(7,915)
Net cash generated from/(used in) investing activities	<b>10</b>	(1,401)
Net cash generated from/(used in) financing activities	<b>1,038</b>	(1,703)
	<hr/>	<hr/>
Net decrease in cash and cash equivalents	<b>(4,890)</b>	(11,019)
Cash and cash equivalents at beginning of the period	<b>13,508</b>	27,131
Effect of foreign exchange rate changes	<b>27</b>	—
	<hr/>	<hr/>
Cash and cash equivalents at end of period	<b>8,645</b>	16,112
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## **1. BASIS OF PREPARATION**

The Group's unaudited condensed consolidated half yearly financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The unaudited condensed consolidated half yearly financial statements comprise the Company and its subsidiaries (together referred to as the "Group").

Items included in the unaudited condensed consolidated half yearly financial statements of each entity of the Group are measured using the currency of primary economic environment in which the entity operates (the "functional currency"). These financial statements are presented in Hong Kong dollars ("HK\$"), rounded to the nearest thousand except for per share data. HK\$ is the Company's functional and the Group's presentation currency.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of the financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The condensed consolidated financial statements have not been audited by the auditors of the Company but have been reviewed by the audit committee of the Company.

## **2. REVENUE**

The principal activity of the Group is the provision of financial services. Revenue represents income from the provision of corporate financial advisory services and advising for securities services and asset management for the six months ended 30 June 2023 and 2022.

## **3. SEGMENT INFORMATION**

The following is an analysis of the Group's revenue and results by operating segment, based on information provided to the chief operating decision maker ("CODM") representing the board of directors of the Company, for the purpose of allocating resources to segments and assessing their performance, this is also the basis upon which the Group is arranged and organised.

The Group's operations are currently organised into two (for the six months ended 30 June 2022: two) reporting and operating segments under HKFRS 8, namely (i) corporate financial advisory services; and (ii) advising for securities services and asset management services.

### Segment revenue and results

	Segment revenue Six months ended 30 June		Segment losses Six months ended 30 June	
	2023 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)	2023 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)
Corporate financial advisory services	5,892	10,347	(1,050)	5,934
Advising on securities services and asset management services	330	—	(120)	(419)
Total	<u>6,222</u>	<u>10,347</u>	<u>(1,170)</u>	5,515
Unallocated expenses			<u>(2,477)</u>	<u>(6,754)</u>
Loss for the period			<u>(3,647)</u>	<u>(1,239)</u>

	Segment revenue Three months ended 30 June		Segment losses Three months ended 30 June	
	2023 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)	2023 <i>HK\$'000</i> (Unaudited)	2022 <i>HK\$'000</i> (Unaudited)
Corporate financial advisory services	2,979	5,267	(381)	2,306
Advising on securities services and asset management services	330	—	142	(111)
Total	<u>3,309</u>	<u>5,267</u>	<u>(239)</u>	2,195
Unallocated expenses			<u>(983)</u>	<u>(3,552)</u>
Loss for the period			<u>(1,222)</u>	<u>(1,357)</u>

All of the segment revenue reported above are from external customers.

Segment losses represent the losses incurred by each segment without allocation of unallocated expenses (which mainly include central administration costs and directors' salaries). This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.



## Geographical information

The Group operates in two principal geographical areas — Hong Kong and Singapore.

The Group's revenue from external customers by location of operations for the six months ended 30 June 2023 and 2022 are detailed below:

	Revenue from external customers	
	Six months ended	
	30 June	
	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Hong Kong	4,748	9,345
Singapore	1,474	1,002
Total	<u>6,222</u>	<u>10,347</u>

## 4. INCOME TAX

The provision for Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the six months ended 30 June 2023, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The Singapore Corporate Income Tax is determined by applying the Singapore tax rate of 17%.

No provision for Hong Kong Profits tax and Singapore Corporate Income tax have been provided for in the financial statements as the Group had no estimated assessable profit for the six months ended 30 June 2023.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to income tax in these jurisdictions.

## 5. LOSS PER SHARE

### a) Basic loss per share

The calculation of basic loss per share attributable to the owners of the Company is based on the following data:

	Three months ended 30 June		Six months ended 30 June	
	2023	2022	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Loss</b>				
Loss for the period attributable to owners of the Company for the purposes of basic loss per share	<u>(1,222)</u>	<u>(1,386)</u>	<u>(3,647)</u>	<u>(1,268)</u>
	Three months ended 30 June		Six months ended 30 June	
	2023	2022	2023	2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(restated)		(restated)
<b>Number of shares</b>				
Weighted average number of ordinary shares for the purposes of basic loss per share	<u>67,235,165</u>	<u>64,000,000</u>	<u>65,626,519</u>	<u>64,000,000</u>

### b) Diluted loss per share

There were no dilutive potential ordinary shares in issue for the six months ended 30 June 2023 and 2022, and diluted loss per share is the same as basic loss per share.

## 6. PROPERTY, PLANT AND EQUIPMENT

	Properties leased for own use <i>HK\$'000</i>	Furniture and fixtures <i>HK\$'000</i>	Office equipment <i>HK\$'000</i>	Leasehold improvements <i>HK\$'000</i>	Total <i>HK\$'000</i>
Net book value at 1 January 2022	4,900	—	—	27	4,927
Additions	5,384	155	94	1,163	6,796
Exchange realignment	49	3	—	30	82
Depreciation	(3,656)	(26)	(15)	(255)	(3,952)
Exchange realignment	—	—	—	(5)	(5)
<b>Net book value at 1 January 2023</b>	<b>6,677</b>	<b>132</b>	<b>79</b>	<b>960</b>	<b>7,848</b>
Additions	69	—	—	—	69
Depreciation	(1,313)	(16)	(9)	(176)	(1,514)
Exchange realignment	(144)	(3)	(1)	(2)	(150)
<b>Net book value at 30 June 2023</b>	<b>5,289</b>	<b>113</b>	<b>69</b>	<b>782</b>	<b>6,253</b>

## 7. TRADE AND OTHER RECEIVABLES

The Group's receivables are due within 90 days from the date of billing. The Group does not obtain collateral from customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the senior management.

	30 June 2023 <i>HK\$'000</i> (unaudited)	31 December 2022 <i>HK\$'000</i> (audited)
Trade receivables	12,236	9,865
Less: allowance for doubtful debts	(645)	(645)
	<b>11,591</b>	9,220
Prepayments and deposits	2,129	1,581
	<b>13,720</b>	<b>10,801</b>

The ageing analysis of trade receivables, based on invoice dates, which approximate the revenue recognition dates, and net of allowance is as follows:

	<b>30 June 2023 HK\$'000 (unaudited)</b>	31 December 2022 HK\$'000 (audited)
Within 3 months	1,882	3,894
After 3 months	<u>9,709</u>	<u>5,326</u>
	<u><b>11,591</b></u>	<u><b>9,220</b></u>

## 8. SHARE CAPITAL

<b>Ordinary shares of HK\$0.1 each</b>	<b>Number of shares</b>	<b>Share capital HK\$'000</b>
Authorised: At 1 January 2022, 30 June 2022, 31 December 2022, 1 January 2023 and 30 June 2023	<u>20,000,000,000</u>	<u>2,000,000</u>
Issued and fully paid: At 1 January 2022, 30 June 2022, 31 December 2022 and 1 January 2023	64,000,000	6,400
Issue of new shares	<u>12,800,000</u>	<u>1,280</u>
At 30 June 2023	<u><b>76,800,000</b></u>	<u><b>7,680</b></u>

## 9. DIVIDEND

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2023 (2022: nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

During the period under review, the Group is continuously engaged in provisional of financial related services in Hong Kong including but not limited to advisory, placing and underwriting as well as initial public offering related projects.

The Group has been granted with the licenses to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“SFO”) in March 2022. Revenue was recorded in this segment for the three months ended 30 June 2023. Through the operation of this segment, the Board believes that the Group could be benefits from receiving stable income which could enhance the financial performance of the Group in the long run.

In the first half of 2023, global IPO activity continued to slow down, with a 5% and 36% decrease year-over-year by number of deals and proceeds respectively. Although the Shanghai Stock Exchange and Shenzhen Stock Exchange from mainland China ranked top two among global bourses in terms of proceeds of IPO deals, the Hong Kong IPO market was still sluggish. In the first quarter of 2023, Indonesia has surpassed Hong Kong in the global stock exchange rankings in terms of proceeds of IPO deals for the first time in over 20 years.

During the COVID-19 pandemic in the previous three years, the continuous lockdowns and the cross border restrictions severely dented the Group’s marketing activities and due diligence works as well as the business operations and the financial position of our clients in the PRC. Despite China ended its zero-COVID policy in December 2022 and the situation was improving, the pace of recovery has been uneven and the business operations and the financial position in the PRC of some of our clients have not yet returned to pre-pandemic levels. As such, some of the planned projects and marketing activities of the Group which were expected to be commenced and executed in the first half of 2023 had been delayed or temporarily postponed. The performance of the Group had thus been temporarily impacted.

The Group has actively maintained frequent communication and meetings with existing customers and potential new customers in relation to potential corporate finance related opportunities. Although the business operations of the Group continued to experience severe competitions from competitors during the uncertain economic climate, the Group would continue to use its best endeavor to improve the efficiency and effectiveness of the operation and is confident that the Group’s performance would be improved gradually in the second half of 2023.

## **Outlook**

In the first half of 2023, the post-COVID economic recovery was hindered by the factors such as rising interest rates, persistently high inflation and geopolitical tensions. On 24 July 2023, the political bureau of the PRC pledged to step up policy support for the economy, focusing on expanding domestic demand, boosting confidence, adjusting and optimizing property policies in a timely manner and promoting private investment. With the aid and implementation of these policies, the management of the Group believes that the economy and the business environment of China will be improved in the second half of 2023. In addition, the introduction of favorable rules by The Stock Exchange of Hong Kong Limited facilitating Hong Kong's status to remain a key IPO destination for companies from mainland China, IPO activities in Hong Kong are expected to see a pickup in the second half of 2023.

With the Group's health pipeline of deals, good and well-established connection in the industry as well as the new listing regime for pre-revenue biotech startups and innovative companies with weighted voting rights will generate more business opportunities, and abundant room to develop the Group's core business. The Group will take conservative and prudent business strategies in order to support daily business operations. Meanwhile, the Group will also explore other potential business opportunities in order to diversify the Group's business and create new source of revenue to the Group.

## **FINANCIAL REVIEW**

For the six months ended 30 June 2023, the Group recorded a turnover of approximately HK\$6.22 million (2022: approximately HK\$10.35 million) of which approximately HK\$4.75 million (2022: approximately HK\$9.35 million) and approximately HK\$1.47 million (2023: HK\$1.0 million) was generated from the market in Hong Kong and Singapore respectively. The loss attributable to owners of the Company for the six months ended 30 June 2023 was approximately HK\$3.65 million (2022: loss attributable to owners of the Company of approximately HK\$1.24 million). As compared to the last corresponding period, the increase in loss incurred for the period under review was mainly attributable to a decrease in revenue. The Group remained in a healthy and sound liquidity position as at 30 June 2023. The Group recorded a loss attributable to owners of the Company for the three months ended 30 June 2023 amounted to approximately HK\$1.22 million which increased the overall loss attributable to owners of the Company of approximately HK\$3.65 million for the six months ended 30 June 2023.

### **Liquidity and Financial Resources**

The Group maintained a healthy and stable cash position and sufficient working capital during the six months ended 30 June 2023. As at 30 June 2023, the net current assets of the Group, calculated by current assets less current liabilities, was approximately HK\$18.74 million (31 December 2022: approximately HK\$19.89 million).

The Group did not have any bank borrowings as at 30 June 2023 (31 December 2022: nil) and hence the gearing ratio (31 December 2022: not applicable) was not applicable as at 30 June 2023.

### **Capital Structure**

The capital of the Group comprises only ordinary shares. As at 30 June 2023, the total number of the ordinary shares of the Group was 76,800,000 shares.

### **Use of proceeds from fund raising activities**

On 8 June 2023, the Company raised HK\$2.53 million, after deducting all relevant expenses, by way of placing 12,800,000 new shares under general mandate at a price of HK\$0.20 per share. The net placing price was approximately HK\$0.197 per placing share. The Company intended to use the net proceeds from the placing for the purpose of its general working capital requirements. As at 30 June 2023, the net proceeds of approximately HK\$2.53 million remained unutilized.

### **Charges on Assets**

As at 30 June 2023, the Group did not have any charges on its assets.

### **Exchange Rate Risk**

The Group does not have a foreign currency hedging policy but foreign currency transactions have been translated into the functional currencies using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies were recognised in profit or loss. In the event of fluctuating foreign exchange rates, there is a risk exposure to that settlement of payment for customers and suppliers may not be reconciled. The exposed amount of foreign currencies would be monitored regularly, forward contracts would be entered for hedging the risks if considered necessary.

### **Information on employees**

As at 30 June 2023, the Group had a workforce of 15 employees (2022: 16 employees). The total staff costs, including directors' emoluments, amounted to approximately HK\$5.8 million (2022: approximately HK\$8.4 million) for the half year under review. The Group's remuneration policies are determined by reference to market terms as well as the performance, qualification and experience of individual employee.

## **Contingent Liabilities**

As at 30 June 2023, the Group did not have any significant contingent liabilities.

## **Significant Investment Held**

The Group did not hold any significant investment for the six months ended 30 June 2023.

## **Material Acquisitions and Disposals and Future Plans for Material Investments or Capital Assets**

During the six months ended 30 June 2023, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies. The Group had no specific future plan for material investments or capital assets as at 30 June 2023.

## **Event After Reporting Period**

There was no significant event after the six months ended 30 June 2023 and up to the date of this announcement.

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 30 June 2023, the interests or short positions of the Directors and the chief executive of the Company in the shares (“Shares”), underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### **Interests in the Company**

<b>Name of Director</b>	<b>Nature of interest</b>	<b>Number of shares directly and beneficially held</b>	<b>Approximate percentage of shareholdings</b>
Mr. Lee Chun Wai	Beneficial owner	13,879,000	18.07%



Save as disclosed herein, as at 30 June 2023, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them have taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY**

As at 30 June 2023, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

#### **Interests in the Company**

<b>Names</b>	<b>Nature of interest</b>	<b>Number of ordinary Shares beneficially held</b>	<b>Approximate percentage of shareholdings</b>
Mr. Lee Chun Wai	Beneficial owner	13,879,000	18.07%

Save as disclosed above, as at 30 June 2023, the Directors are not aware of any other person, other than the Directors and the chief executive of the Company who had, or was deemed to have, interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or options in respect of such share capital.

## **DIRECTORS' INTEREST IN A COMPETING BUSINESS**

For the six months ended 30 June 2023, the Directors are not aware of any business or interest of the Directors, the management shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete (directly or indirectly) with the business of the Company and any other conflicts of interests which any such person has or may have with the Company.

## **SHARE OPTION SCHEME**

No share options were granted, exercised or cancelled by the Company under the share option scheme and there are no outstanding share option under the share option scheme as at the date of this announcement.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the six months ended 30 June 2023, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company.

## **CORPORATE GOVERNANCE**

Save and except the following deviation from the code provision set out in the Corporate Governance Code and Corporate Governance Report as contained in Appendix 15 to the GEM Listing Rules (the "CG Code and Report"), the Company had, during the period under review, complied with the code provision set out in CG Code and Report.

### **Code provisions set out in the CG Code and Report**

### **Reasons for deviations**

A.2.1 The Chairman and Chief Executive Officer of the Company were performed by the same individual. The Company's size is still relatively small and thus not justified in separating the role of Chairman and Chief Executive Officer.

The Group has in place internal control system to perform the check and balance function.

The Board has continued to monitor and review the Group's progress in respect of corporate governance practices to ensure compliance.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transaction by Directors during the six months ended 30 June 2023.

## **REMUNERATION COMMITTEE**

The Company established a remuneration committee with written terms of reference in compliance with the GEM Listing Rules. The principal duties of the remuneration committee are to review and to make recommendation for the remuneration policy of the directors and senior management. The remuneration committee comprises of one executive Director, namely Mr. Lee Chun Wai and two independent non-executive Directors, namely Ms. Lau Mei Suet (chairlady of the remuneration committee) and Ms. Lee Pui Ching.

## **NOMINATION COMMITTEE**

The Company established a nomination committee with written terms of reference in compliance with the GEM Listing Rules. The principal duties of the nomination committee are to formulate nomination policy and to make recommendations to the Board on nomination and appointment of directors and board succession. The nomination committee comprises of one executive Director, namely Mr. Lee Chun Wai (chairman of the nomination committee) and two independent non-executive Directors, namely Ms. Lee Pui Ching and Ms. Lau Mei Suet.

## **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference on in compliance with the GEM Listing Rules. The principal duties of the audit committee are to review and to supervise the financial reporting process and internal control systems of the Group. The audit committee comprises of three independent non-executive Directors, namely Ms. Lau Mei Suet (chairlady of the audit committee), Mr. Choi Tak Fai and Ms. Lee Pui Ching.

The audit committee has reviewed the financial statements of the Group for the six-month period ended 30 June 2023 pursuant to the relevant provisions contained in the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

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

Hong Kong, 11 August 2023

*As at the date of this announcement, the Board comprises Mr. Lee Chun Wai and Ms. Ji Yi being the executive Directors; 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.*