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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)

CHANGE OF DIRECTORS

AND

CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board (the “**Board**”) of directors (the “**Director(s)**”) of Zijing International Financial Holdings Limited (the “**Company**”) announces that, with effect from 25 August 2023, Ms. Lee Pui Ching has resigned as an independent non-executive Director and ceased to be a member of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board so as to allow her to devote more time for her personal commitments.

Ms. Lee has confirmed that she has no disagreement with the Board and there is no other matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Ms. Lee for her valuable contributions to the Company during her tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is also pleased to announce that Mr. Tsang Ho Yin (“**Mr. Tsang**”) has been appointed as an independent non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee with effect from 25 August 2023.

The biographical details of Mr. Tsang are set out as follows:

Mr. Tsang, aged 37, was admitted as a solicitor in Australia and Hong Kong, in May 2012 and December 2013, respectively. Mr. Tsang was qualified as a Guangdong-Hong Kong-Macao Greater Bay Area lawyer in June 2023. Mr. Tsang is currently a partner of Stevenson, Wong & Co., specialising in corporate finance and commercial law. Mr. Tsang is also a non-executive director of China Regenerative Medicine International Limited (stock code: 8158), the issued shares of which are listed on GEM of the Stock Exchange, since January 2020. In September 2021, Mr. Tsang was

appointed as an independent non-executive director of Crosstec Group Holdings Limited (stock code: 3893) (“**Crosstec**”) and Sterling Group Holdings Limited (stock code: 1825), the issued shares of which are both listed on the Main Board of the Stock Exchange. He was subsequently re-designated as a non-executive director of Crosstec in January 2023. Mr. Tsang is also (i) the joint company secretary and authorised representative of Mabpharm Limited (stock code: 2181) since May 2019; (ii) the company secretary and the authorised representative of Sunshine 100 China Holdings Limited (stock code: 2608) since November 2019; (iii) the joint company secretary and authorised representative of Sundry Service Group Co. Limited (stock code: 9608) since January 2021, the issued shares of which are all listed on the Main Board of the Stock Exchange; and (iv) the joint company secretary and authorised representative of 1957 & Co. (Hospitality) Limited (stock code: 8495), the issued shares of which are listed on GEM of the Stock Exchange, since August 2022.

Mr. Tsang was (i) the company secretary and the authorised representative of Sino Energy International Holdings Group Limited (the issued shares of which were listed on the Main Board of the Stock Exchange and delisted on 16 December 2022, stock code: 1096) from November 2018 to July 2019; (ii) the company secretary of Moody Technology Holdings Limited (stock code: 1400) from January 2019 to November 2019; (iii) the company secretary and the authorised representative of Mobile Internet (China) Holdings Limited (stock code: 1439) from February 2020 to February 2021; and (iv) the non-executive director of Summi (Group) Holdings Limited (stock code: 756) from July 2020 to September 2022, the issued shares of these companies are listed on the Main Board of the Stock Exchange.

Mr. Tsang was also an independent non-executive director of Inno-Tech Holdings Limited (“**Inno-Tech**”, together with its subsidiaries, collectively, the “**Inno-Tech Group**”) (the issued shares of which were listed on GEM of the Stock Exchange and delisted on 13 July 2021, stock code: 8202) from June 2019 to June 2020. Inno-Tech was a company incorporated in Bermuda with limited liability and the principal activities of the Inno-Tech Group were (i) provision of outdoor advertising business through different advertising media network; (ii) television advertising operation; (iii) the event management business; (iv) seafood business; and (v) money lending business in Hong Kong. As disclosed in the announcements of Inno-Tech dated 1 June 2020, 3 July 2020 and 11 September 2020, Inno-Tech received a letter from the Official Receiver’s Officer dated 9 June 2020 which stated that Gram Capital Limited has filed a winding-up petition to the High Court of the Government of the Hong Kong Special Administrative Region against Inno-Tech for principal sum of HK\$195,000 on 7 May 2020. On 9 September 2020, Inno-Tech was ordered to be wound up by the High Court of Hong Kong Special Administrative Region in HCCW 82/2020 and the Official Receiver was appointed as the provisional liquidator. Mr. Tsang confirmed that (i) he was not a party to such winding-up petition and there is no wrongful act on his part leading to the cancellation of listing and liquidation of Inno-Tech; and (ii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the cancellation of listing and liquidation of Inno-Tech.

Mr. Tsang obtained a bachelor in laws degree and a bachelor in commerce (accounting) degree, both from the University of Melbourne, Australia in August 2008. Mr. Tsang obtained a master in laws

degree from the University of Melbourne, Australia in August 2010. Mr. Tsang obtained the postgraduate certificate in laws from the City University of Hong Kong in July 2011.

Mr. Tsang has entered into a service agreement with the Company for a term of three years. He will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Tsang will be entitled to an annual salary of HK\$120,000 which is determined by the Board on the recommendation of the Remuneration Committee and by reference to his duties and responsibilities and prevailing market conditions.

Mr. Tsang has confirmed that he meets the independence criteria as set out in Rule 5.09 of Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”).

Save as disclosed above, as at the date of this announcement, (i) Mr. Tsang does not hold any other position in the Company or any of its subsidiaries nor have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company (as respectively defined under the GEM Listing Rules) of the Company; (ii) Mr. Tsang has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (iii) Mr. Tsang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong); and (iv) there is no other information relating to the appointment of Mr. Tsang that needs to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed under Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Tsang for joining the Board.

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

Hong Kong, 25 August 2023

As at the date hereof, the Board comprises Mr. Lee Chun Wai and Ms. Ji Yi being the executive Directors; and Dr. Leung Kin Cheong Laurent being the non-executive Director; and Mr. Choi Tak Fai, Ms. Lau Mei Suet and Mr. Tsang Ho Yin 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, confirmed 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>.

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