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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)**

### **(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 JUNE 2024; (II) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS; AND (III) CHANGE IN BOARD LOT SIZE**

References are made to the circular (the “**Circular**”) of Zijing International Financial Holdings Limited (the “**Company**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting of the Company (the “**EGM**”) dated 27 May 2024. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that at the EGM held on 17 June 2024, the proposed ordinary resolution (the “**Resolution**”) as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll. The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Two Directors, namely Mr. Lee Chun Wai (“**Mr. Lee**”) and Mr. Choi Tak Fai, attended the EGM in person or by electronic means. The other Directors, namely, Ms. Ji Yi, Ms. Lau Mei Suet and Mr. Tsang Ho Yin were unable to attend the EGM due to their other work engagements.

The poll results in respect of the Resolution proposed at the EGM was as follows:

<b>Ordinary Resolution proposed at the EGM</b> <i>(Note)</i>	<b>Number of votes cast and approximate percentage of total number of votes cast</b> <i>(Notes)</i>		<b>Total number of votes cast</b>
	<b>For</b>	<b>Against</b>	
To approve the Rights Issue and the Placing Agreement, together with the respective transactions contemplated thereunder, and to authorise any director of the Company to do all things necessary for implementation of the aforesaid.	34,478,000 (99.99%)	100 (0.01%)	34,478,100

*Note: The full text of the Resolution was set out in the EGM Notice.*

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed at the EGM as an ordinary resolution.

As at the date of EGM, the total number of issued Shares was 89,600,000 Shares.

In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50%, the Rights Issue is conditional upon the Independent Shareholders' approval at the EGM, and any controlling Shareholder(s) (as defined under the GEM Listing Rules) and their respective associates, or where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the Rights Issue at the EGM.

As at the date of the EGM, the Company has no controlling Shareholder. Mr. Lee, being an executive Director and a substantial Shareholder is interested in 13,879,000 Shares, representing approximately 15.49% of the total issued share capital of the Company. Accordingly, Mr. Lee was required to abstain and had so abstained from voting in favour of the proposed resolution to approve the Rights Issue, the Placing and the respective transactions contemplated thereunder at the EGM.

As at the date of the EGM, save for Mr. Lee, none of the associates of Mr. Lee, the Directors or chief executives of the Company had any interest in the Shares. Accordingly, no other Shareholder was required to abstain from voting for the Resolution at the EGM. The total number of Shares entitling the holder of which to attend and vote for or against the Resolution at the EGM was 75,721,000 Shares.

## **COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable of the proposed Rights Issue as set out in the Circular, the last day of dealings in the Shares on a cum-rights basis of the Rights Issue will be Tuesday, 18 June 2024 and the Shares will be dealt with on an ex-rights basis from Wednesday, 19 June 2024.

## **CHANGE IN BOARD LOT SIZE**

The board lot size for trading on the Stock Exchange will change from 10,000 Shares to 20,000 Shares with effect from 9:00 a.m. on Friday, 28 June 2024.

## **DESPATCH OF THE PROSPECTUS DOCUMENTS**

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, it is expected that (i) the Prospectus Documents will be despatched on Friday, 28 June 2024 to the Qualifying Shareholders whose names appeared on the register of members of the Company on the Record Date, i.e. Thursday, 27 June 2024; and (ii) the Prospectus will be despatched on Friday, 28 June 2024 to the Excluded Shareholders for their information purposes only.

Qualifying Shareholders are reminded that the Latest Time for Acceptance is 4:00 p.m. on Monday, 15 July 2024.

## **WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS**

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the paragraph headed “Conditions of the Rights Issue” in the Circular.

Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any Shareholder or other person dealing in the Shares and/or Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Excluded Shareholders, if any, should note that their shareholding in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 17 June 2024

*As at the date of this announcement, the executive Directors are Mr. Lee Chun Wai and Ms. Ji Yi; and the independent non-executive Directors are Mr. Choi Tak Fai, Ms. Lau Mei Suet and Mr. Tsang Ho Yin.*

*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 [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at <http://www.hklistco.com/8340>.*