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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)

DISCLOSEABLE TRANSACTION RELATING TO THE DISPOSAL OF A MOTOR VEHICLE

THE SALE AND PURCHASE AGREEMENT

The Board announces that on 22 July 2025 (after the trading hours of the Stock Exchange), the Seller, being a wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Buyer in relation to the Disposal of the Vehicle at the consideration of HK$6,250,000. The Vehicle is legally and beneficially owned by the Seller as at the date of this announcement.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratio(s) under Rule 19.07 of the GEM Listing Rules in respect of the transaction under the Sale and Purchase Agreement are more than 5% but less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but is exempted from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out as follows:

Date: 22 July 2025

Parties: (a) the Buyer; and

(b) the Seller

The Buyer is Mr. Fong Teng Fai (馮廷輝). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Buyer is an Independent Third Party.

The Disposal

The Vehicle is legally and beneficially owned by the Seller as at the date of this announcement.

Pursuant to the Sale and Purchase Agreement, the Seller, as the legal and beneficial owner of the Vehicle, agreed to sell to the Buyer and the Buyer agreed to purchase from the Seller all of the legal and beneficial interest in the Vehicle including all of the Seller's rights, titles and interests in and to the Vehicle subject to the terms and conditions of the Sale and Purchase Agreement. The Vehicle shall be delivered by the Seller to the Buyer on the Delivery Date.

Consideration

The Consideration for the Disposal of the Vehicle shall be in the sum of HK$6,250,000, which shall be payable in cash through bank transfer to the designated bank account by the Buyer to the Seller upon Delivery.

The Consideration was arrived at based on normal commercial terms after arm's length negotiation between the Buyer and the Seller with reference to prevailing selling price of vehicles of similar models, conditions and qualities and the reasons and benefits of the Disposal as stated under the section headed "Reasons for and benefits of the Disposal" in this announcement.

In view of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Disposal are fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Delivery and conveyance of title

The Vehicle shall be delivered by the Seller in an "as-is" basis to the Buyer on the Delivery Date.

The Seller unconditionally agreed and covenanted to execute and provide to the Buyer all documents for the purpose of transferring the title of the Vehicle to and registering the Vehicle in the name of the Buyer and the Seller shall convey title of the Vehicle to the Buyer on the Delivery Date.

The Vehicle shall be at the Seller's risk and expense until the same is delivered to the Buyer subject to the terms and conditions of the Sale and Purchase Agreement.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Taking into account of the current financial position and prospective liquidity needs of the Group, the Directors believe that the Disposal represents a good opportunity for the Company to realise the value of the Vehicle at a reasonable price and the proceeds from the Disposal will improve the financial position and increase the general working capital of the Group.

Having considered the above reasons, the Board is of the view that the entering into of the Sale and Purchase Agreement and the transaction contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE DISPOSAL AND PROPOSED USE OF PROCEEDS

The carrying value of the Vehicle as shown in the unaudited consolidated financial statements of the Company as at 30 June 2025 was approximately HK$6,210,000. Subject to review and confirmation by the auditor, the Group is expected to record a gain of approximately HK$30,000 from the Disposal, which is calculated based on the consideration of HK$6,250,000 to be received by the Group for the Disposal less the carrying value of the Vehicle as at 30 June 2025 after all related expenses. The Company intends to use the net proceeds from the Disposal for the general working capital of the Group.

IMPLICATIONS UNDER THE LISTING RULES IN RELATION TO THE DISPOSAL

As one or more of the applicable percentage ratio(s) under Rule 19.07 of the GEM Listing Rules in respect of the transaction under the Sale and Purchase Agreement are more than 5% but less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but is exempted from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Board"	the board of directors of the Company
"Buyer"	Mr. Fong Teng Fai (馮廷輝), being an Independent Third Party
"Company"	Zijing International Financial Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8340)

"Consideration"	HK$6,250,000, being the consideration payable by the Buyer to the Seller for the Disposal
"Delivery"	the transfer of the Vehicle's title from the Seller to the Buyer being registered with the relevant authority
"Delivery Date"	The date on which the transfer of the Vehicle's title from the Seller to the Buyer is being registered with the relevant authority
"Director(s)"	the directors of the Company
"Disposal"	the disposal by the Seller to the Buyer of the Vehicle pursuant to the terms and conditions of the Sale and Purchase Agreement
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party"	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
"Sale and Purchase Agreement"	the sale and purchase agreement entered into between the Seller and the Buyer and dated 22 July 2025 in relation to the Disposal
"Seller"	Zijing Advisory Limited, being a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vehicle"	one (1) purple Phantom Luxury 4-Seater manufactured by Rolls-Royce Motor Cars, together with everything belong to it (including but not limited to keys and service books), license plate and all relevant licenses, which are legally and beneficially owned by the Seller

"%"	per cent

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

Hong Kong, 22 July 2025

As at the date hereof, the Board comprises Mr. Lee Chun Wai and Ms. Ji Yi being the executive Directors; and Mr. Choi Tak Fai, Mr. Chen Yilun 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 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.