THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Zijing International Financial Holdings Limited (the "**Company**"), you should at once forward this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF AGM

A notice convening the annual general meeting of the Company to be held at Suite 2112, 21/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2026 at 11:00 a.m. is set on pages 14 to 18 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions as indicated thereon not less than 48 hours before the time appointed (i.e. 11:00 a.m. on Saturday, 30 May 2026) for holding the annual general meeting in order to cast your vote. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at 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.

30 April 2026

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

"AGM"	the annual general meeting of the Company to be held at Suite 2112, 21/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong, on Monday, 1 June 2026 at 11:00 a.m.
"Articles of Association"	the articles of association of the Company
"associate(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	Zijing International Financial Holdings Limited
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by 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
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong"	the Hong Kong Special Administration Region of the PRC
"Issue Mandate"	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including but not limited to the resale of treasury shares) not exceeding 20% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing the relevant resolution for approving the issue mandate
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital (excluding treasury shares, if any) of the Company as at the date of passing of the resolution approving the repurchase mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers as amended from time to time
"treasury shares"	the Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Articles of Association, which for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"%"	per cent.

The English text of this circular, the notice of the AGM and the accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

If there is any inconsistency between the official Chinese name of the PRC entities mentioned in this circular and their English translation, the Chinese version shall prevail. English translations of official Chinese names and English translations which are marked with "" are for identification purposes only.*

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)

Executive Directors:
Mr. Lee Chun Wai *(Chairman)*
Ms. Ma Jian

Independent non-executive Directors:
Mr. Choi Tak Fai
Ms. Lau Mei Suet
Mr. Chen Yilun

Registered Office:
c/o Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Suite 2112
21/F., Shui On Centre
6–8 Harbour Road
Wanchai, Hong Kong

30 April 2026

To the Shareholders,

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF AGM

INTRODUCTION

At the AGM to be held at Suite 2112, 21/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2026 at 11:00 a.m., ordinary resolutions will be proposed to approve (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of Directors.

The purpose of this circular is (i) to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, and the re-election of Directors; and (ii) to give you the notice of the AGM.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 66,660,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with (including but not limited to the resale of treasury shares) for up to a total of 13,332,000 Shares if the Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. The Repurchase Mandate, if granted, shall be effective until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company in issue (excluding treasury shares, if any) on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) and 108(b) of the Articles of Association, Mr. Lee Chun Wai and Mr. Choi Tak Fai will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

In accordance with Article 112 of the Articles of Association, Mr. Ma Jian will retire from office as Director at the AGM and, being eligible, offer himself for re-election.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to skills, experience, cultural and education background, professional knowledge, personal integrity and time commitments, with due regard to the benefits of diversity as set out under the board diversity policy of the Company.

The nomination committee of the Company had considered work experiences, working profiles, qualification and other factors of Mr. Lee Chun Wai, Mr. Choi Tak Fai and Mr. Ma Jian, as set out in Appendix II to this circular. Having duly considered their qualifications, skills, experience, age, culture, ethnicity, gender, past contributions and all other relevant factors, the nomination committee of the Company is of the view that they continue to be suitable candidates to serve on the Board. The Board believed that their re-election as the Directors would be in the best interests of the Company and the Shareholders as a whole. Further, the nomination committee of the Company had assessed the independence of Mr. Choi Tak Fai, after having reviewed his annual written confirmations of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and confirmed that each of them remains independent.

Accordingly, the Board, upon the recommendation of the nomination committee of the Company, proposed Mr. Lee Chun Wai, Mr. Choi Tak Fai and Mr. Ma Jian, the retiring Directors, to stand for re-election as Directors at the AGM.

Particulars relating to each of the Directors who offer themselves for re-election are set out in Appendix II to this circular as required to be disclosed under the GEM Listing Rules.

RE-APPOINTMENT OF AUDITORS

The estimated audit fee as agreed with McMillan Woods (Hong Kong) CPA Limited for auditor services in respect of the financial year ended 31 December 2026 is expected to be within the range of HK$450,000 to HK$500,000.

Such estimated audit fee has been determined taking into account several factors, including the scope and extent of the audit work required for the Group having regard to the complexity of the Group's operations, as well as the level of audit effort and resources to be deployed in light of the Group's operations. Such estimated audit fee is also arrived at on the assumption that the scope of work undertaken by the auditor of the Company will not materially deviate from that preliminarily agreed between the parties and the scope and scale of the Group's principal business and business model as compared to that of the year ended 31 December 2025.

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 18 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.hklistco.com/8340). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions as indicated thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed (i.e. 11:00 a.m. on Saturday, 30 May 2026) for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the annual general meeting or any adjournment thereof should he/she/it so wishes.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore all resolutions proposed at the AGM shall be voted by poll.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors (including the Independent non-executive Directors) believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 14 to 18 of this circular.

Yours faithfully
For and on behalf of the Board
Lee Chun Wai
Chairman

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 66,660,000 fully paid Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 6,666,000 Shares, representing 10% of the issued Shares as at the Latest Practicable Date during the period up to (i) the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may either cancel the Shares repurchased and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share repurchase.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

3. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Share but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and Articles of Association of the Company and the GEM Listing Rules for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2025, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

During each of the previous 12 months, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.51	0.194
May	0.209	0.174
June	0.50	0.209
July	0.54	0.265
August	1.28	0.395
September	1.32	0.80
October	1.11	0.55
November	0.61	0.37
December	0.48	0.36
2026		
January	0.90	0.365
February	1.10	0.405
March	0.75	0.43
April (up to the Latest Practicable Date)	0.30	0.25

7. DIRECTORS AND THEIR ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

8. CONFIRMATIONS BY THE DIRECTORS AND THE COMPANY

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and Article of Association of the Company.

The Company has confirmed that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholder is interested in more than 10% of the Shares then in issue:

Name of Shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate shareholding percentage if the Repurchase Mandate is exercised in full
Lee Chun Wai	8,327,400	12.49%	13.88%

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximate the respective percentages shown in the last column of the table above.

The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding of less than such prescribed minimum percentage.

As at the Latest Practicable Date, the existing public float of the Company is approximately 87.51%. In the event that the Repurchase Mandate is exercised in full from the public market and no further Shares are issued during the repurchase period, the public float of the Company will be dropped to approximately 86.12%.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

(1) Mr. Lee Chun Wai
Executive Director

Mr. Lee Chun Wai ("**Mr. Lee**"), aged 41, joined the Group in May 2021 and is an executive Director and the chairman of the Board. He is responsible for formulating corporate strategy, business development as well as overseeing the operations of the Group. He obtained his bachelor's degree of Accounting and Finance from the University of Hertfordshire in the United Kingdom. Mr. Lee has over 17 years of experience in securities trading, marketing, asset management, finance and project investment. From April 2021 to June 2022, Mr. Lee was an independent non-executive director of Anchorstone Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1592).

Mr. Lee has entered into a service contract with the Company for an initial term of three years commencing from 17 May 2024 unless terminated by not less than one month's prior notice in writing served by either party to the other. Mr. Lee is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lee is entitled to a monthly salary of HK$60,000, which is determined with reference to his general duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lee is beneficially interested in 8,327,400 Shares, representing approximately 12.49% of the Company's total issued share capital.

Mr. Lee has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Lee has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Mr. Lee that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. Choi Tak Fai

Independent non-Executive Director

Mr. Choi Tak Fai ("**Mr. Choi**"), aged 37, joined the Group in May 2021 and is an independent non-executive Director. He obtained his bachelor of science in mathematics from the Chinese University of Hong Kong in July 2011. Mr. Choi has over 10 years of experience in the securities brokerage and finance industry. He is an associate sales director and a licensed representative of a securities firm in Hong Kong to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under the SFO.

Mr. Choi has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing from 31 May 2024 unless terminated by not less than one month's prior notice in writing served by either party to the other. Mr. Choi is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Choi is entitled to a director's fee of HK$108,000 per annum, which has been determined with reference to his general duties and responsibilities and the prevailing market conditions.

Mr. Choi has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Choi has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Mr. Choi that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Mr. Ma Jian

Executive Director

Mr. Ma Jian ("**Mr. Ma**"), aged 41, has extensive experience in system development and communication engineering. He was an engineer of Chongqing Yunri Information Technology Limited* (重慶市雲日信息技術有限公司) from January 2014 to February 2024 and was responsible for managing and delivery of telecommunication engineering and network maintenance. Mr. Ma obtained a bachelor's degree in Communication Engineering (通信工程) from Nanchang University (南昌大學) in 2006. He has been serving as an independent non-executive director of CROSSTEC Group Holdings Limited (stock code: 3893), the issued shares of which is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 20 July 2023. For the period from 8 March 2024 to 27 May 2025, Mr. Ma was an executive director of Sterling Group Holdings Limited (stock code: 1825), the issued shares of which is listed on the Main Board of the Stock Exchange.

Mr. Ma 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. Ma will be entitled to a director fee of HK$180,000 per annum which is determined by the Board on the recommendation of the remuneration committee of the Company and by reference to his duties and responsibilities and prevailing market conditions.

Mr. Ma has confirmed that, as at the Latest Practicable Date and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iv) he does not hold other major appointments and professional qualifications; and (v) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Ma has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. There is also no further information in relation to the re-election of Mr. Ma that needs to be brought to the attention of the Shareholders and the Stock Exchange.

* *For identification purpose only*

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Zijing International Financial Holdings Limited (the "**Company**") will be held at Suite 2112, 21/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2026 at 11:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors (the "**Director**") and auditors of Company and its subsidiaries for the year ended 31 December 2025;

2. (i) to re-elect Mr. Lee Chun Wai as executive Director;

   (ii) to re-elect Mr. Choi Tak Fai as independent non-executive Director; and

   (iii) to re-elect Mr. Ma Jian as executive Director;

3. to authorise the board of Directors to fix the Directors' remuneration; and

4. to re-appoint the Company's auditors and to authorise the board of Directors to fix their remuneration.

To consider, as special business and, if thought fit, pass with or without amendments, the following resolution as ordinary resolutions:

ORDINARY RESOLUTIONS

5. "**THAT:**

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares, including but not limited to the resale of treasury shares, in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed the aggregate of:

(aa) 20% of the total number of share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of this Resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution;

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT:**

(a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this Resolution,

"**Relevant Period**" means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution."

7. "**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such Resolution."

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

Hong Kong, 30 April 2026

Registered Office:
c/o Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Suite 2112
21/F., Shui On Centre
6–8 Harbour Road
Wanchai, Hong Kong

As at the date hereof, the executive Directors are Mr. Lee Chun Wai and Mr. Ma Jian; and the independent non-executive Directors are Mr. Choi Tak Fai, Ms. Lau Mei Suet and Mr. Chen Yilun.

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed (i.e. 11:00 a.m. on Saturday, 30 May 2026) for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.

3. The Register of Members of the Company will be closed from Wednesday, 27 May 2026 to Monday, 1 June 2026, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 May 2026. The record date for attendance and voting at the AGM is Monday, 1 June 2026.

4. In relation to proposed Resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.

5. In relation to proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.

6. If a typhoon signal no. 8 or above is hoisted or "extreme conditions" as announced by the Government of Hong Kong or a black rainstorm warning signal is in force at 7: 00 a.m. on Monday, 1 June 2026, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.