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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Zijing International Financial Holdings Limited (the “**Company**”) in relation to the placing of new shares under general mandate dated 6 July 2026 and the clarification announcement of the Company dated 7 July 2026 (collectively, the “**Announcements**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the conditions of the Placing have been fulfilled and an aggregate of 13,330,000 Placing Shares have been allotted and issued on 27 July 2026. The Placing Shares have been allotted and issued to not less than six Placees at the Placing Price of HK\$0.43 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) amount to approximately HK\$5.57 million, which will be utilised for general working capital of the Group. The Placing Shares represent approximately 20.00% of the existing issued share capital of the Company immediately before completion of the Placing and approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Placees and their respective ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined in the GEM Listing Rules) immediately after completion of the Placing.

USE OF NET PROCEEDS FROM THE PLACING

As disclosed in the Announcements, assuming that all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$5.73 million and the net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing are estimated to be approximately HK\$5.57 million, representing a net placing price of approximately HK\$0.418 per Placing Share.

The Directors intend to use the net proceeds from the Placing for the general working capital of the Group. The Directors consider that the Placing will also provide an opportunity to raise further capital for the Company whilst broadening the shareholder base and the capital base of the Company. Set out below is the breakdown of the specific usages of the proceeds for general working capital:

Use of Net Proceeds	Allocation of Net Proceeds (approximately HK\$)
Advertising expenses for online game business of the Group	3.00 million
Expenses for recruiting new responsible officers for the subsidiaries of the Group	1.92 million
Other general operating expenses of the Group, including but not limited to professional fees (including but not limited to legal advisers and auditors) and other administrative overheads	0.65 million
Total	5.57 million

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION OF THE PLACING

The shareholding structure of the Company immediately before completion of the Placing and upon completion of the Placing are set out as below:

	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	Number of Shares	Approximately %	Number of Shares	Approximately %
ChengZe Investment Limited (Note)	8,327,400	12.49	8,327,400	10.41
The Placees	-	-	13,330,000	16.67
Other public Shareholders	58,332,600	87.51	58,332,600	72.92
Total	66,660,000	100.00	79,990,000	100.00

Note: ChengZe Investment Limited is interested in 8,327,400 Shares. ChengZe Investment Limited is wholly and beneficially owned by Mr. Ma Jian, an executive Director. Mr. Ma Jian is deemed to be interested in such 8,327,400 Shares by virtue of the SFO.

By order of the Board
Zijing International Financial Holdings Limited
Ma Jian
Chairman and Executive Director

Hong Kong, 27 July 2026

As at the date hereof, the Board comprises Mr. Ma Jian being the executive Director; and Mr. Choi Tak Fai, Mr. Chen Yihun 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>.