

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 DISPOSAL OF A SUBSIDIARY

THE DISPOSAL

On 31 August 2026, the Seller, a wholly-owned subsidiary of the Company, and the Purchaser, an Independent Third Party, has entered into the Agreement in relation to the Disposal, pursuant to which the Seller agreed to sell, and the Purchaser agreed to purchase, the Sale Shares at the Consideration of HK\$1.00.

The Sale Shares represent 100% of the issued shares of the Target which was an indirect wholly-owned subsidiary of the Company as at the date of the Agreement and before Completion. Upon completion of the transfer of the Sale Shares, the Target will no longer be a subsidiary of the Company.

GEM LISTING RULES IMPLICATION

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 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 DISPOSAL

On 31 August 2026, the Seller and the Purchaser entered into the Agreement in relation to the Disposal. The principal terms of the Agreement are set out below:

THE AGREEMENT

Date

31 August 2026

Parties

(1) Expert Idea Global Limited, a wholly-owned subsidiary of the Company (as Seller); and

(2) Mr. Liu Junting (as Purchaser)

To the best of knowledge, information and belief of the Directors, and after making all reasonable enquiries, the Purchaser is an Independent Third Party.

Subject Matter

Pursuant to the Agreement, the Seller agreed to sell, and the Purchaser agreed to purchase, the Sale Shares. The Sale Shares represent 100% of the issued shares of the Target which was an indirect wholly-owned subsidiary of the Company as at the date of the Agreement and before Completion.

Consideration

The Consideration of HK\$1.00 shall be payable by the Purchaser to the Seller in cash on Completion. The Consideration for the Disposal was determined after arm's length negotiations between the Seller and the Purchaser with reference to the unaudited net liabilities value of the Target as at 31 August 2026.

Completion

Completion of the Disposal shall take place on the seventh (7th) Business Day following the execution date of the Agreement, or at such other time as the parties thereto may otherwise agree in writing.

INFORMATION ON PARTIES TO THE AGREEMENT

The Group

The Group is principally engaged in (i) the provision of corporate finance related services, including but not limited to general corporate finance advisory, placing and underwriting as well as initial public offerings related projects; (ii) advising on securities and asset management services; (iii) car rental business; (iv) online games business and (v) insurance intermediary services.

The Seller

The Seller is a company incorporated in British Virgin Islands with limited liability and is primarily engaged in investment holdings. It is a directly wholly-owned subsidiary of the Company.

The Purchaser

To the best of knowledge, information and belief of the Directors, and after making all reasonable enquiries, the Purchaser is an Independent Third Party and is a merchant.

The Target

The Target is an indirect wholly-owned subsidiary of the Company as at the date of the Agreement and before Completion. It is a company incorporated in Hong Kong with limited liability in 2 July 2021 and is primarily engaged in provision of financial advisory services and car rental business. As at the date of the Agreement, the paid-up share capital of the Target is HK\$100. The unaudited net liabilities value of the Target was approximately HK\$1,000 as at 31 August 2026.

The audited financial results of the Target are set out as follows:

	For the year ended	
	31 December	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Revenue	5,371	6,221
(Loss) before taxation	(733)	(559)
(Loss) after taxation	(733)	(559)

FINANCIAL EFFECTS OF THE DISPOSAL AND USE OF PROCEEDS

Upon completion of the transfer of the Sale Shares, the Target will no longer be a subsidiary of the Company. Accordingly, the assets, liabilities and the financial results of the Target will no longer be consolidated into the financial statements of the Group and the Group's operations relating to car rental business is discontinued.

It is expected that the Company will record a loss of approximately HK\$39,000 from the Disposal. The loss from the Disposal is calculated based on the consideration of HK\$1.00 minus (i) the unaudited consolidated net liabilities value of the Target of HK\$1,000; and (ii) the estimated transaction costs of HK\$40,000. The actual amount of gain or loss as a result of the Disposal to be recorded by the Company will be subject to the review and final audit by the auditors of the Company. The proceeds from the Disposal are currently intended to be used by the Group as general working capital.

REASONS FOR AND BENEFITS OF THE DISPOSAL

As disclosed in the Company's interim announcement dated 26 August 2026, since the outbreak of hostilities between the United States and Iran in February 2026, international oil prices have exhibited pronounced volatility, with Brent crude oil peaking at approximately USD 120 per barrel. Elevated fuel costs have negatively impacted customer demand for leasing petrol-powered motor vehicles. Recognising that new energy motor vehicles represent the future trend of the industry, the management made a strategic decision to dispose of all of the Group's petrol-powered motor vehicles during the six months ended 30 June 2026. Consequently, the Group no longer maintained any fleet. The management further considered that the Disposal and discontinuation of the car rental business would benefit the Group from the savings in maintenance costs of the aged petrol-powered fleet and reductions in administration expenses arising from the streamlining of the Group's structure, in particular from maintaining a loss-making entity of net liability. The Directors believe that the Disposal represents a good opportunity for the Company to realise the value of the Target at a reasonable price, and that the proceeds from the Disposal will improve the financial position and increase the general working capital of the Group.

The Directors are of the view that the terms of the Agreement are fair and reasonable and the entering into of the Agreement are on normal commercial terms and in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

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 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, the following expressions have the meanings set out below unless the context requires otherwise:

“Agreement”	the sale and purchase agreement dated 31 August 2026 entered into between the Seller and the Purchaser in relation to the Disposal
“Board”	the board of Directors of the Company
“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)
“Completion”	the completion of the Disposal under the Agreement
“Consideration”	the consideration payable for the Sale Shares pursuant to the Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the sale of the Sale Shares by the Seller to the Purchaser
“GEM”	GEM of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an independent third party who is not connected with the Company and its connected persons (as defined under the GEM Listing Rules)
“PRC”	The People’s Republic of China
“Purchaser”	Mr. Liu Junting
“Sale Shares”	100% of the issued shares of the Target
“Seller”	Expert Idea Global Limited, a company incorporated in British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Zijing Advisory Limited (紫荊顧問有限公司), a company incorporated in Hong Kong with limited liability
“%”	per cent.

On behalf of the Board
Zijing International Financial Holdings Limited
Ma Jian
Chairman

Hong Kong, 31 August 2026

As at the date hereof, the Board comprises Mr. Ma Jian being the executive Director; and Mr. Choi Tak Fai, Ms. Lau Mei Suet and Mr. Chen Yilun 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 <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>.