THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Zhixin Group Holding Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Zhixin Group Holding Limited

智欣集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2187)

(1) PROPOSED RE-ELECTION OF DIRECTORS; (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; (3) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of the Company to be held at Suite No. 2, 3/F, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 3 June 2026 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Monday, 1 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.xiamenzhixin.com**).

References to time and dates in this circular are to Hong Kong time and dates.

28 April 2026

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Notice of Annual General Meeting AGM-1

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Suite No. 2, 3/F, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 3 June 2026 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"China" or "PRC"	the People's Republic of China, which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
"Company"	Zhixin Group Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability on 14 November 2018 (Stock Code: 2187)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

"Latest Practicable Date"	21 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or modified from time to time
"Memorandum and Articles of Association"	Memorandum of Association and the Articles of Association
"Memorandum of Association"	memorandum of association of the Company currently in force
"Nomination Committee"	the nomination committee of the Board
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
"Treasury Share(s)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

Zhixin Group Holding Limited
智欣集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2187)

Executive Directors:
Mr. Ye Zhijie *(Chairman)*
Mr. Huang Wengui
Mr. Lai Quanshui
Mr. Qiu Limiao
Mr. Ye Dan
Mr. Huang Kaining

Independent non-executive Directors:
Ms. Wong Tuen Sau
Mr. Cai Huinong
Mr. Jiang Qinjian

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Headquarters and principal place of business in the PRC:
1#, No. 55, Guankou Avenue
Jimei District, Xiamen City
Fujian Province
The PRC

Principal place of business in Hong Kong:
Suite No. 2, 3/F, Sino Plaza
255 Gloucester Road
Causeway Bay
Hong Kong

28 April 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS; (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; (3) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 3 June 2026.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 105 of the Articles of Association, Mr. Lai Quanshui and Mr. Huang Kaining, the executive Directors, and Mr. Cai Huinong, the independent non-executive Director, shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Nomination Committee has assessed the independence of the independent non-executive Director, Mr. Cai Huinong, based on reviewing his written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that Mr. Cai Huinong remains independent. The Nomination Committee has also considered the profiles, qualifications and experience and other factors of Mr. Cai Huinong as set out in Appendix I of this circular. The Nomination Committee is satisfied that Mr. Cai Huinong possesses the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board believes that his re-election as the independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

Biographical details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 19 June 2025, a general unconditional mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the

Company the flexibility to issue Shares if and when appropriate, an ordinary resolution items 5 and 7 of the notice of the Annual General Meeting will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 179,520,000 Shares (including any sale or transfer of Treasury Shares) on the basis of a total of 897,600,000 Shares in issue (excluding any Treasury Shares) as at the Latest Practicable Date that the issued share capital of the Company remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 19 June 2025, a general unconditional mandate was granted to the Directors to exercise all of the powers of the Company to repurchase Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 89,760,000 Shares on the basis of a total of 897,600,000 Shares in issue (excluding any Treasury Shares) as at the Latest Practicable Date that the issued share capital of the Company remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Crowe (HK) CPA Limited ("**Crowe (HK)**") will retire as the auditor of the Company at the Annual General Meeting and being eligible, offer themselves for re-appointment as the auditor of the Company. Details of the re-appointment of auditor are set out in the ordinary resolution item 4 of the notice of the Annual General Meeting.

The audit fee payable to Crowe (HK) for providing audit services to the Company for the year ended 31 December 2026 is estimated to be approximately RMB1.5 million. The audit fee is determined through negotiations between the Company and Crowe (HK) on a fair and reasonable basis, taking into consideration, including but not limited to, the Company's business scale, industry, complexity and business plan of the Company, the expected audit scope, as well as the auditors' resources required. The abovementioned audit fee remains unchanged from the previous period.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.xiamenzhixin.com**). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 2:00 p.m. on Monday, 1 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if Shareholders so wish.

7. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 72 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. Treasury Shares, if any, registered in the name of the

Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, Treasury Shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s).

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Share Repurchase Mandate and the Issuance Mandate and the re-appointment of auditor in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

9. ADDITIONAL INFORMATION

The Company will publish an announcement on the outcome of the AGM on Wednesday, 3 June 2026.

Your attention is also drawn to the additional information set out in the Appendices to this circular.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 contained herein or this circular misleading.

Yours faithfully,
By order of the Board
Zhixin Group Holding Limited
Ye Zhijie
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) LAI QUANSHUI (賴泉水), Executive Director

Position and Experience

Mr. Lai Quanshui (賴泉水) ("**Mr. Lai**"), aged 72, is an executive Director. He joined the Group as the vice chairman of Xiamen Zhixin Construction Material Co., Ltd.* (廈門智欣建材集團有限公司), a subsidiary of the Company, on 10 March 2023. He is mainly responsible for assisting in the Group's strategic development and monitoring and enhancing its management performance. He has over 23 years of experience in property investment and has been working as the general manager of Fujian Province Zhi Wuyishan Huihua Property Development Co., Limited* (福建省直武夷山匯華房地產綜合開發有限公司) since November 2002. Mr. Lai graduated in Quanzhou City Luoxi Middle School* (泉州市羅溪中學) in the PRC in 1972. Mr. Lai was a member of the 6th Wuyishan Committee of the Chinese People's Political Consultative Conference. Mr. Lai was recognised as an honorary work* (榮譽職工) of Wuyishan Municipal Hospital* (武夷山市立醫院) in May 1998 and was appointed as the first honorary executive director of the Wuyishan City Judges Association* (武夷山市法官協會) in July 1999 and the consultant of First Wuyishan Wushu Association* (第一屆武夷山市武術協會) in December 1999. He was awarded with a certificate of honor from the Lingshan Village Committee of Shangmeixiang* (上梅鄉嶺山村民委員會) in March 2000. In December 2017, he was appointed as the honorary president of Wuyishan Quanzhou Chamber of Commerce* (武夷山市泉州商會).

Save as disclosed above, Mr. Lai did not hold any other directorship in companies listed in Hong Kong and overseas in the last three years.

Length of Service

Mr. Lai was appointed as an executive Director on 6 April 2023. There is a service contract between Mr. Lai and the Company for an initial term of three years commencing from 6 April 2023 which is automatically renewable for a term of one year commencing from the next day after the expiry of the then current term of appointment, unless terminated by either party by not less than three-month's prior written notice. Mr. Lai is subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association.

Director's Emoluments

Mr. Lai is entitled to an annual emolument of HK$180,000 for acting as the director of, committee member of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is determined at the discretion of the Board. Mr. Lai, in his capacity as an executive Director, does not receive any other remuneration for holding his office as an executive Director.

Interests in Shares

As at the Latest Practicable Date, Mr. Lai was interested or deemed to be interested in 10,000,000 Shares or underlying Shares pursuant to Part XV of the SFO.

Relationships

Save as disclosed above, Mr. Lai has no other relationship with any Director, senior management or substantial Shareholder or controlling Shareholder.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no other information relating to Mr. Lai that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

(2) HUANG KAINING (黃楷寧), Executive Director

Position and Experience

Mr. Huang Kaining (黃楷寧) (formerly known as Huang Kai (黃凱)) ("**Mr. Huang**"), aged 36, is an executive Director. He joined the Group in January 2019 as a supervisor of Zhixin Construction Material. He is mainly responsible for assisting in the Group's strategic planning and supervision of implementation of the Group's policies. He is a son of Mr. Huang Wengui, an executive Director. He completed a business management (logistics management) programme at Jimei University in June 2011. He completed the executive development programme (高級經理研修班) organised by Executive Development Center* (高級經理培訓中心) of the School of Management, Xiamen University, in July 2016.

Prior to joining the Group, Mr. Huang served as a logistics and distribution supervisor of Guishun Logistics, a company which was principally engaged in goods transportation and wholesale of construction materials, between October 2011 and January 2013, and was mainly responsible for planning of logistics system and operation. He served as the sales manager of Yaohe Trading, a company principally engaged in wholesale of construction materials, from February 2013 to September 2018, and was mainly responsible for sales planning and operation.

Save as disclosed above, Mr. Huang did not hold any other directorship in companies listed in Hong Kong and overseas in the last three years.

Length of Service

Mr. Huang was appointed as an executive Director on 2 March 2020. There is a service contract between Mr. Huang and the Company for an initial term of three years commencing from 4 March 2021 which is automatically renewable for a term of one year commencing from the next day after the expiry of the then current term of appointment, unless terminated by either party by not less than three-month's prior written notice. Mr. Huang is subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association.

Director's Emoluments

Mr. Huang is entitled to an annual emolument of HK$313,000 for acting as the director of, committee member of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is determined at the discretion of the Board. Mr. Huang, in his capacity as an executive Director, does not receive any other remuneration for holding his office as an executive Director.

Interests in Shares

As at the Latest Practicable Date, Mr. Huang did not have any interests in securities of the Company pursuant to Part XV of the SFO.

Relationships

Save for Mr. Huang is the son of Mr. Huang Wengui (黃文桂), an executive Director, Mr. Huang has no other relationship with any Director, senior management or substantial Shareholder or controlling Shareholder.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no other information relating to Mr. Huang that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

(3) CAI HUINONG (蔡慧農), Independent Non-executive Director

Position and Experience

Mr. Cai Huinong (蔡慧農) (formerly known as Cai Huinong (蔡惠農)) ("**Mr. Cai**"), aged 68, was appointed as an independent non-executive Director on 4 March 2021. Mr. Cai obtained a bachelor's degree in microbiology from Xiamen University in July 1982. He obtained a graduate diploma in industrial fermentation from Jiangnan University (formerly known as Wuxi Institute of Light Industry* (無錫輕工業學院)) in July 1987. Mr. Cai has over 30 years of experience in the education industry. Mr. Cai served in Jimei University from July 1987 to November 2017, where he started as a teacher and was promoted as associate professor and professor in July 1997 and August 2004, respectively, and was mainly responsible for teaching and faculty and department administration. During the same period, Mr. Cai was also appointed as deputy director and director of the Department of Food Engineering (食品工程系), Jimei University from June 1997 to June 1999, and from June 1999 to March 2001, respectively. He was appointed as the dean of Faculty of Biological Engineering* (生物工程學院), Jimei University from March 2001 to January 2011. He was appointed as the secretary of party committee of the Faculty of Biological Engineering, Jimei University from January 2011 to December 2014.

Length of Service

Mr. Cai was appointed as an independent non-executive Director on 4 March 2021. There is an appointment letter between Mr. Cai and the Company for an initial term of two years commencing from 4 March 2021 which is automatically renewable for a term of one year commencing from the next day after the expiry of the then current term of appointment, unless terminated by either party by not less than three-month's prior written notice. Mr. Cai is subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association.

Director's Emoluments

Mr. Cai is entitled to a director's fee of HK$96,000 per annum for acting as the Director and/or committee member of the Company. Mr. Cai, in his capacity as an independent non-executive Director, does not receive any other remuneration for holding his office as an independent non-executive Director.

Interests in Shares

As at the Latest Practicable Date, Mr. Cai did not have any interests in securities of the Company pursuant to Part XV of the SFO.

Relationships

Save as disclosed above, Mr. Cai has no other relationship with any Director, senior management or substantial Shareholder or controlling Shareholder.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no other information relating to Mr. Cai that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 897,600,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 89,760,000 Shares (based on the issued share capital of the Company as at the Latest Practicable Date, subject to further change if any), representing 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the ability to repurchase the Shares is in the best interest of the Company and the Shareholders as a whole.

Shares repurchase may, depending on market conditions and funding arrangements at the time, result in an increase in the net assets and/or earnings per Share. The Directors have sought the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then prevailing and such repurchases will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the Listing Rules, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to and including the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
April	0.510	0.380
May	0.510	0.450
June	0.510	0.480
July	0.500	0.455
August	0.465	0.400
September	0.440	0.405
October	0.420	0.340
November	0.550	0.400
December	0.550	0.425
2026		
January	0.990	0.500
February	0.960	0.750
March	0.940	0.700
April (up to the Latest Practicable Date)	0.900	0.770

6. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the resolution granting the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands. The Directors confirmed that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

If the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will 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.

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Ye Zhijie, being the executive Director and the controlling Shareholder (as defined in the Listing Rules), was beneficially interested in 274,706,100 Shares, representing approximately 30.60% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Mr. Ye Zhijie would be increased to approximately 34.01% of the issued share capital of the Company. Based on the information known to date, the Directors consider that such increase in the said shareholding as a result of repurchase to be made in full under the Share Repurchase Mandate would give rise to an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months up to the Latest Practicable Date.

Zhixin Group Holding Limited
智欣集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2187)

Notice is hereby given that the annual general meeting of Zhixin Group Holding Limited (the "**Company**") will be held at Suite No. 2, 3/F, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 3 June 2026 at 2:00 p.m. for the following purposes:

As ordinary businesses:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2025.

2. Retirement and re-election of directors of the Company (the "**Directors**", each a "**Director**"):

   (a) To re-elect Mr. Lai Quanshui as an executive Director;

   (b) To re-elect Mr. Huang Kaining as an executive Director; and

   (c) To re-elect Mr. Cai Huinong as an independent non-executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration for the year ending 31 December 2026.

4. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the board of directors to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to sub-paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") as amended from time to time, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the "**Treasury Shares**") 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 sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**"), shall not exceed 20% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of the passing of this resolution and the said approval 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 or any applicable laws and regulations of the Cayman Islands to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the "**Shareholders**") in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange (the "**Recognised Stock Exchange**") subject to and in accordance with all applicable laws and the requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of the passing of this resolution and the said approval 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 or any applicable laws and regulations of the Cayman Islands to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting."

7. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

"**THAT** conditional upon resolutions numbered 5 and 6 set out in the notice convening this meeting of which this resolution forms part being passed, the aggregate number of Shares which may be repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the issued share capital of the Company (excluding any Treasury Shares) as stated in resolution numbered 6 set out in the notice convening this meeting of which this resolution forms part) shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued/Treasury Shares that may be sold or transferred by the Directors under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting of which this resolution forms part."

Yours faithfully,
For and on behalf of the Board
Zhixin Group Holding Limited
Ye Zhijie
Chairman

Hong Kong, 28 April 2026

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar 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 for the meeting (i.e. not later than 2:00 p.m. on Monday, 1 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 28 May 2026 to Wednesday, 3 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Wednesday, 27 May 2026.

5. References to time and dates in this notice are to Hong Kong time and dates.

6. As at the date of this notice, the executive directors of the Company are Mr. Ye Zhijie, Mr. Huang Wengui, Mr. Lai Quanshui, Mr. Qiu Limiao, Mr. Ye Dan and Mr. Huang Kaining; and the independent non-executive directors of the Company are Ms. Wong Tuen Sau, Mr. Cai Huinong and Mr. Jiang Qinjian.