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## 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 your stock broker, or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Zijing International Financial Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stock broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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)**

### PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening the extraordinary general meeting of the Company to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong at 11:00 a.m. on Wednesday, 2 November 2022 is set out on pages 12 to 15 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Whether or not you propose to attend the 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 printed thereon as soon as possible and in any event not less than 48 hours before the time appointed (i.e. 11:00 a.m. on Monday, 31 October 2022) for holding of the extraordinary general meeting or any adjournment thereof (as the case maybe). Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting in person at the 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 at [www.hkexnews.hk](http://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>.

#### PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing novel coronavirus ("COVID-19") outbreak, mass gatherings would potentially impose significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the resolution at the EGM, instead of attending the EGM in person, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon.

Shareholders and other persons attending the EGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the EGM, including:

- (a) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the venue;
- (b) Every Shareholder or proxy is required to wear surgical face mask throughout the meeting, not wearing surgical face mask will not be permitted access to the meeting venue;
- (c) No corporate gifts will be distributed;
- (d) No refreshment will be served;
- (e) Hand sanitizer will be available at the entrance of the venue; and
- (f) Other safe distancing measures as appropriate.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue, or implement other precautionary measures for the EGM in order to ensure the safety of the attendees at the EGM.

**Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**

17 October 2022

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## CHARACTERISTICS OF GEM

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### Characteristics of GEM of The Stock Exchange of Hong Kong Limited

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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## DEFINITIONS

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

“Board”	the board of Directors;
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours;
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system, which is established and operated by the HKSCC;
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time;
“Company”	Zijing International Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8340);
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective;
“Director(s)”	the director(s) of the Company;
“Effective Date”	the date on which the Share Consolidation shall become effective, being the second Business Day immediately after the date of the EGM at which the ordinary resolution approving the Share Consolidation was passed;
“EGM”	the extraordinary general meeting of the Company to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong at 11:00 a.m. on Wednesday, 2 November 2022;
“Existing Shares”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective;

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## DEFINITIONS

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“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Committee”	the GEM listing sub-committee of the board of directors of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	12 October 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case maybe;
“Share Consolidation”	the share consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share;
“Shareholders”	holder(s) of the issued Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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## EXPECTED TIMETABLE

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*The expected timetable for the proposed Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

<b>Event</b>	<b>Time and date 2022</b>
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Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM. . . . .	4:30 p.m. on Thursday, 27 October
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Closure of the register of members of the Company to determine the entitlement to attend and vote at the EGM (both days inclusive). . . . .	Friday, 28 October to Wednesday, 2 November
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Latest date and time for lodging the proxy forms for the EGM . . . . .	11:00 a.m. on Monday, 31 October
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Expected date and time of the EGM. . . . .	11:00 a.m. on Wednesday, 2 November
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Publication of announcement of the poll results of the EGM . . . . .	Wednesday, 2 November
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**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:**

Effective date of the Share Consolidation . . . . .	Friday, 4 November
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First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Friday, 4 November
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Dealing in the Consolidated Shares commences . . . . .	9:00 a.m. on Friday, 4 November
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Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Friday, 4 November
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## EXPECTED TIMETABLE

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Event	Time and date 2022
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	.9:00 a.m. on Friday, 4 November
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	.9:00 a.m. on Friday, 18 November
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . .	.9:00 a.m. on Friday, 18 November
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	.9:00 a.m. on Friday, 18 November
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Thursday, 8 December
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Thursday, 8 December
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends . . . . .	4:10 p.m. on Thursday, 8 December
Last day for free exchange of existing share certificates of the Existing Shares for new share certificates for the Consolidated Shares . . . . .	Monday, 12 December

## 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  
Mr. Lee Chan Wah

*Non-Executive Director:*

Dr. Leung Kin Cheong Laurent

*Independent Non-executive Directors:*

Mr. Choi Tak Fai  
Ms. Lee Pui Ching  
Ms. Lau Mei Suet

*Registered Office:*

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal Place of Business:*

Units 502A, 503 and 503A, 5/F, Tower 2  
Admiralty Centre, No.18 Harcourt Road  
Hong Kong

17 October 2022

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 5 October 2022 in relation to, among other matters, the proposed Share Consolidation.

The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation and the notice of EGM.

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the proposed Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.10 each.

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## LETTER FROM THE BOARD

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### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,000,000,000 divided into 200,000,000,000 Existing Shares with par value of HK\$0.01 each, of which 640,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that there are no changes to the authorised share capital of the Company and no Existing Shares will be issued or repurchased between the Latest Practicable Date and the date of the EGM, the authorised share capital of the Company will become HK\$2,000,000,000 divided into 20,000,000,000 Consolidated Shares with par value of HK\$0.10 each, of which 64,000,000 Consolidated Shares will be in issue as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Company's memorandum and articles of association.

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders would otherwise be entitled.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the laws of Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of all the above conditions, the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately following the date of passing the relevant resolution approving the Share Consolidation at the EGM.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, none of the conditions above have been fulfilled.

### Listing Application

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on GEM, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on GEM or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than GEM, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than GEM, and no such listing or permission to deal is being or is proposed to be sought.

### SHARE CAPITAL STRUCTURE OF THE COMPANY BEFORE AND AFTER THE SHARE CONSOLIDATION

The following table sets out the effect on the share capital structure of the Company before and immediately after the Share Consolidation, assuming that no further Shares will be issued from the Latest Practicable Date up to the date of the EGM:

	Before the Share Consolidation	After the Share Consolidation
Par value per share of the Company	HK\$0.01	HK\$0.10
Authorized share capital of the Company	HK\$2,000,000,000	HK\$2,000,000,000
Number of authorized ordinary shares of the Company	200,000,000,000 Shares	20,000,000,000 Shares
Issued share capital of the Company	HK\$6,400,000	HK\$6,400,000
Number of issued ordinary shares of the Company	640,000,000 Shares	64,000,000 Shares

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## LETTER FROM THE BOARD

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### BOARD LOT SIZE

As at the date of this circular, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will continue to be 10,000 Consolidated Shares.

Based on the closing price of HK\$0.031 per Existing Share (equivalent to the theoretical closing price of HK\$0.31 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each existing board lot of the Existing Shares is HK\$310.00 and the theoretical market value of each board lot of the Consolidated Shares would be HK\$3,100.00 on the assumption that the Share Consolidation becomes effective.

### REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.00.

The Existing Shares were trading not exceeding HK\$0.10 and a board lot of the Existing Shares has been traded below HK\$2,000 for all times during the past 4 months. The Board considers that the proposed Share Consolidation, will allow the value of each board lot to be increased to more than HK\$2,000 and enable the Company to avoid the occurrence of non-compliance with the trading requirements under the GEM Listing Rules. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction fee for each securities trade. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

In view of the above reasons, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **CORPORATE ACTION PLAN OF THE COMPANY**

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any plan, arrangement, understanding, intention, negotiation (either concluded or in process) on any fund raising activities or precise investment opportunities and has no immediate plan for issue of new Shares. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots of Consolidated Shares, the Company has appointed Aristo Securities Limited as an agent to provide matching services on a best efforts basis regarding the sale and purchase of odd lots of the Consolidated Shares from 18 November 2022 to 8 December 2022 (both days inclusive). Shareholders should note that matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers. Shareholders who wish to take advantage of this service should contact Ms. Yuen Hang Ka of Aristo Securities Limited at Room 101, 1st Floor, On Hong Commercial Building, 145 Hennessy Road, Wanchai, Hong Kong (telephone number: (852) 3622 1770 during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 4 November 2022, being the second Business Day immediately after the date of the EGM, the Shareholders may on or after Friday, 4 November 2022 and until Monday, 12 December 2022 (both days inclusive), submit their existing share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong,

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## LETTER FROM THE BOARD

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Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours to exchange for new share certificates for the Consolidated Shares at the expense of the Company.

It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 business days after the submission of the existing share certificates to the branch share registrar and transfer office of the Company for exchange.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only upon payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled or issued is higher.

Subject to and upon the Share Consolidation becoming effective, after close of business on Monday, 12 December 2022, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will continue to remain good evidence of legal title and may be exchanged for share certificates for the Consolidated Shares at any time at the expense of the Shareholders but will not be accepted for delivery, trading, settlement and registration purposes. The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificate for the Existing Shares which are in yellow colour.

### **EGM**

The notice of the EGM is set out on pages 12 to 15 of this circular, and the EGM will be convened and held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong at 11:00 a.m. on Wednesday, 2 November 2022 in which an ordinary resolution will be proposed to approve the Share Consolidation.

The Directors confirm that, to the best of their knowledge, information and belief after having made all reasonable enquiries, no Shareholder has a material interest in the Share Consolidation. As such, no Shareholder is required to abstain from voting for the resolution to approve the Share Consolidation at the EGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting 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. As such, all resolutions set out in the notice of EGM will be voted on by way of poll.

To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 28 October 2022 to Wednesday, 2 November 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share

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## LETTER FROM THE BOARD

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registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 27 October 2022.

As at the Latest Practicable Date, none of the Directors, the substantial Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete with the businesses of the Group, or has or may have any other conflict of interests with Group.

A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible but in any event by 11:00 a.m. on Monday, 31 October 2022 or not less than 48 hours before the time scheduled for any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

### 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 are of the opinion that the proposed Share Consolidation is 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 to be proposed at the EGM.

### GENERAL

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

On behalf of the Board  
**Zijing International Financial Holdings Limited**  
**Lee Chun Wai**  
*Chairman*

## 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of shareholders of Zijing International Financial Holdings Limited (the “Company”) will be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong at 11:00 a.m. on Wednesday, 2 November 2022. for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“THAT subject to the fulfilment of all the conditions (the “Conditions”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 17 October 2022, a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company (the “Existing Shares”) be and are hereby consolidated into one (1) consolidated share of par value of HK\$0.10 (the “Consolidated Shares”) such that the authorised share capital of the Company will be changed from HK\$2,000,000,000 divided into 200,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$2,000,000,000 divided into 20,000,000,000 Consolidated Shares of par value of HK\$0.10 each (the “Share Consolidation”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and

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## NOTICE OF EGM

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- (c) the board of Directors (the “**Board**”) be and is hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to Share Consolidation and the transactions contemplated thereunder.”

On behalf of the Board  
**Zijing International Financial Holdings Limited**  
**Lee Chun Wai**  
*Chairman*

Hong Kong, 17 October 2022

*Registered Office:*

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal Place of Business:*

Units 502A, 503 and 503A, 5/F, Tower 2  
Admiralty Centre, No.18 Harcourt Road  
Hong Kong

**Notes:**

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be 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 as soon as possible but in any event by 11:00 a.m. on Monday, 31 October 2022 or not less than 48 hours before the time appointed for the adjourned EGM.

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## NOTICE OF EGM

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3. To ascertain the shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 28 October 2022 to Wednesday, 2 November 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Thursday, 27 October 2022.
4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM, and in such event, such form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
6. A form of proxy for use at the EGM is attached herewith.
7. Any voting at the EGM shall be taken by poll.
8. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
9. Unless otherwise announced by the Company, the EGM will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force on the date of the EGM.

Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

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## NOTICE OF EGM

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As at the date of this notice, the Board comprises the following Directors:

*Executive Directors*

Mr. Lee Chun Wai (*Chairman*)

Mr. Lee Chan Wah

*Non-executive Director*

Dr. Leung Kin Cheong Laurent

*Independent Non-Executive Directors*

Mr. Choi Tak Fai

Ms. Lee Pui Ching

Ms. Lau Mei Suet

*This notice, 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 notice 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 notice misleading.*

*This notice 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>.*