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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)**

### **RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE**

References are made to the prospectus of Zijing International Financial Holdings Limited (the “**Company**”) dated 28 June 2024 (the “**Prospectus**”) and the announcement of the Company dated 22 July 2024 (the “**Announcement**”) in relation to, among others, the Rights Issue. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus, unless the context otherwise requires.

### **RESULTS OF THE RIGHTS ISSUE AND THE COMPENSATORY ARRANGEMENTS**

As disclosed in the Announcement, as at 4:00 p.m. on Monday, 15 July 2024, being the Latest Time for Acceptance, five valid applications had been received for a total of 343,112,152 Rights Shares, representing approximately 76.6% of the total number of Rights Shares offered under the Rights Issue. Pursuant to the Irrevocable Undertaking, Mr. Lee has subscribed for 69,395,000 Rights Shares provisionally allotted to him. The remaining 104,887,848 Unsubscribed Rights Shares, representing approximately 23.4% of the total number of Rights Shares offered under the Rights Issue, would be subject to the Compensatory Arrangements.

The Board wishes to announce that, as at 4:00 p.m. on Wednesday, 31 July 2024, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, all the 104,887,848 Unsubscribed Rights Shares were successfully placed at the price of HK\$0.120 per Share, which is equal to the Subscription Price, under the Placing. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is an Independent Third Party; (ii) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is not a party acting in concert with Mr. Lee and party acting in concert with him; and (iii) none of the placees has become a substantial shareholder of the Company (as defined under the GEM Listing Rules) upon completion of the Placing.

As all the conditions with respect to the Rights Issue as set out in the Prospectus have been fulfilled, the Rights Issue became unconditional at 4:00 p.m. on Thursday, 1 August 2024.

Accordingly, the gross proceeds raised from the Rights Issue (including the Compensatory Arrangements) were approximately HK\$53.8 million and the net proceeds from the Rights Issue after deducting the expenses were approximately HK\$52.8 million. The Company intends to apply the net proceeds from the Rights Issue as to (i) approximately HK\$30.0 million for repayment of borrowings of the Group; (ii) approximately HK\$13.0 million for strengthening the motor vehicles fleet; (iii) approximately HK\$7.0 million for expansion of online-game business; and (iv) approximately HK\$2.8 million for enhancing general working capital of the Group, as disclosed in the Prospectus.

## **EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company immediately before and after the completion of the Rights Issue:

	<b>Immediately before completion of the Rights Issue and the Placing</b>		<b>Immediately after completion of the Rights Issue and the Placing</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Mr. Lee	13,879,000	15.49	83,274,000	15.49
Independent placees	—	—	104,887,848	19.51
Other public Shareholders	<u>75,721,000</u>	<u>84.51</u>	<u>349,438,152</u>	<u>65.00</u>
<b>Total</b>	<b><u>89,600,000</u></b>	<b><u>100.00</u></b>	<b><u>537,600,000</u></b>	<b><u>100.00</u></b>

*Note:* The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

## **DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES**

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post, at their own risk, to their registered addresses on Thursday, 8 August 2024.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 9 August 2024.

By order of the Board  
**Zijing International Financial Holdings Limited**  
**Lee Chun Wai**  
*Chairman and Executive Director*

Hong Kong, 7 August 2024

*As at the date of this announcement, the executive Directors are Mr. Lee Chun Wai and Ms. Ji Yi; and the independent non-executive Directors are Mr. Choi Tak Fai, Ms. Lau Mei Suet and Mr. Tsang Ho Yin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at <http://www.hklistco.com/8340>.*