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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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (2) NON-COMPLIANCE WITH THE GEM LISTING RULES

This announcement is made by Zijing International Financial Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that Mr. Tsang Ho Yin (“**Mr. Tsang**”) has tendered his resignation as independent non-executive Director, member of each of the remuneration committee (the “**Remuneration Committee**”), audit committee (the “**Audit Committee**”), and nomination committee (the “**Nomination Committee**”) of the Board, with effect from 1 November 2024 so as to allow him to devote more time for his other business commitments. To the best knowledge, information and belief of the Company, the Company is not aware that there is any disagreement between Mr. Tsang and the Board and there are no other matters relating to Mr. Tsang’s resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Tsang for his valuable contribution to the Company during his tenure of office.

NON-COMPLIANCE WITH THE LISTING RULES

According to Rules 5.05(1) and 5.05A of the GEM Listing Rules, the Board must include at least three independent non-executive Directors and the number of independent non-executive Directors should represent at least one-third of the Board. Following the resignation of Mr. Tsang, the Company only has two independent non-executive Directors, thus the number of the independent non-executive Directors falls below the minimum number required under Rules 5.05(1) and 5.05A of the GEM Listing Rules.

As a result of the insufficient number of independent non-executive Directors, the Company has also failed to comply with the requirements set out in Rule 5.28 of the GEM Listing Rules with regard to the minimum number of members and the composition of the Audit Committee, and the current composition of the Remuneration Committee and the Nomination Committee do not meet the requirements under Rules 5.34 and 5.36A of the GEM Listing Rules respectively.

The Company will use its best endeavour to identify suitable candidate(s) to fill the vacancy of independent non-executive Director and the vacancies of the member of the Audit Committee, Remuneration Committee and Nomination Committee and in any event within three months from the date of this announcement as required under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement as and when appropriate.

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

Hong Kong, 1 November 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 and Ms. Lau Mei Suet.

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

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