ZIXIN GROUP HOLDINGS
紫心集团控股

(Incorporated in the Republic of Singapore with Unique Entity No.: 200718683N)
Website: **www.zixingroup.com.sg**
SGX stock code: **42W**

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE – LODGEMENT OF OFFER INFORMATION STATEMENT AND TIMETABLE OF KEY EVENTS

*Unless otherwise defined herein, all terms and references used herein shall bear the same meanings as ascribed to them in the offer information statement dated 30 May 2024 (the "**Offer Information Statement**") and announced by Zixin Group Holdings Limited (the "**Company**") on this same date.*

1. Introduction

The board of directors (the "**Board**" or "**Directors**") of Zixin Group Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to:

(a) the announcements made by the Company on 28 March 2024, 24 April 2024 and 17 May 2024 in relation to the Rights Cum Warrants Issue; and

(b) the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020, as well as the joint statement issued by the Monetary Authority of Singapore (the "**Authority**"), the Securities Industry Council of Singapore and the Singapore Exchange Regulation on 29 June 2021, announcing that listed issuers involved in rights issues will continue to have the option to electronically disseminate offer documents through publication on the SGXNET and their corporate websites instead of despatching hardcopy offer documents until further notice (the "**Electronic Dissemination Measures**").

2. Lodgement, despatch and/or dissemination of the Offer Information Statement and its accompanying documents

2.1 The Board wishes to announce that the Offer Information Statement has been lodged with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), acting as agent on behalf of the Authority, on 30 May 2024.

2.2 Pursuant to the Electronic Dissemination Measures, printed copies of the Offer Information Statement will not be despatched to any person. Instead, the Offer Information Statement has been made available online as a Portable Document Format (PDF) file, which may be accessed, downloaded and printed from the following online locations (the "**Online Locations**"):

(a) the corporate website of the Company at the following URL: https://www.zixingroup.com.sg/newsroom; and

(b) the SGXNET announcement page of the Company at the following URL: https://www.sgx.com/securities/company-announcements?value=ZIXIN%20GROUP%20HOLDINGS%20LIMITED&type=company.

2.3 A printed copy of a notification letter specifying the Online Locations and containing, amongst others, instructions on how to access, view, download and print the electronic version of the Offer Information Statement (the "**OIS Notification Letter**"), together with the Application Form for Rights Securities and Excess Rights Securities (the "**ARE**") or the Provisional Allotment Letter (the "**PAL**"), as the case may be, will be despatched to Entitled Shareholders on or around 31 May 2024.

2.4 Entitled Depositors who do not receive the OIS Notification Letter and the ARE may contact the Central Depository (Pte) Limited ("**CDP**") via its hotline at +65 6535 7511 or via email at asksgx@sgx.com on Mondays to Fridays from 8.30 a.m. to 5.00 p.m., during the period from the date the Rights Cum Warrants Issue commences up to the Closing Date.

2.5 Entitled Scripholders who do not receive the OIS Notification Letter and the PAL may obtain a copy from the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, on Mondays to Fridays from 8.30 a.m. to 5.30 p.m., during the period from the date the Rights Cum Warrants Issue commences up to the Closing Date.

2.6 Purchasers who do not receive the OIS Notification Letter and the Application Form for Rights Securities (the "**ARS**") may contact CDP using the details as set out above, during the period from the date the Rights Cum Warrants Issue commences up to the Closing Date.

2.7 For practical reasons and in order to avoid any violation of relevant legislation applicable in jurisdictions other than Singapore, the Rights Cum Warrants Issue is only offered in Singapore and the Offer Information Statement and its accompanying documents have not been and will not be despatched to Foreign Shareholders or into any jurisdiction outside Singapore. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Cum Warrants Issue. No provisional allotment of the Rights Shares with Warrants has been made or will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by any Foreign Shareholder will be valid.

3. Acceptances of provisional allotments of Rights Shares with Warrants and (if applicable) applications for Excess Rights Shares with Warrants

3.1 Acceptances of provisional allotments of Rights Shares with Warrants and (if applicable) applications for Excess Rights Shares with Warrants may only be made:

(a) in the case of Entitled Depositors:

(i) by way of the ARE through CDP; and/or

(ii) by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service; and

(b) in the case of Entitled Scripholders, by way of the PAL through the Share Registrar.

3.2 For SRS Investors and investors who hold Shares through finance companies or Depository Agents, acceptances of the Rights Shares with Warrants and (if applicable) applications for Excess Rights Shares with Warrants must be done through their respective SRS Approved Banks with whom they hold their SRS accounts, and their respective finance companies or Depository Agents, as the case may be. Such investors are advised to provide their respective SRS Approved Banks with whom they hold their SRS accounts, and their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later

than the deadlines set by such intermediaries in order for such intermediaries to make the relevant acceptances of the Rights Shares with Warrants and (if applicable) applications for Excess Rights Shares with Warrants on their behalf in accordance with the terms and conditions in the Offer Information Statement by the Closing Date.

Any acceptance and/or (if applicable) application made directly by SRS Investors and investors who hold Shares through finance companies or Depository Agents through CDP, Electronic Applications through ATMs of the Participating Banks or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

3.3 More information on the procedures for the acceptance of, payment for, splitting of, renunciation of and application for Rights Shares with Warrants and Excess Rights Shares with Warrants by Entitled Shareholders can be found in the Offer Information Statement, the ARE, the ARS and the PAL (as the case may be).

4. Trading period of nil-paid Rights

4.1 Trading for the provisional allotments of the Rights Shares with Warrants on the Catalist (the "**nil-paid**" rights) will commence from 9.00 a.m. on 31 May 2024 and end at 5.00 p.m. on 10 June 2024, being the Rights Trading Period.

4.2 Entitled Depositors who sell their "nil-paid" rights during the Rights Trading Period need not forward the ARE received by them to the Purchasers as arrangements will be made by CDP for a separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the OIS Notification Letter and the ARS, **BY ORDINARY POST AND AT THE PURCHASER'S OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP.

4.3 The Offer Information Statement and its accompanying documents will not be despatched to Foreign Purchasers. Foreign Purchasers who wish to accept the provisional allotments of the Rights Shares with Warrants credited by CDP to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The Company further reserves the right to reject any acceptances of the provisional allotment of the Rights Shares with Warrants and/or applications for Excess Rights Shares with Warrants where it believes, or has reason to believe, amongst others, that such acceptances or applications may violate any applicable legislation of any jurisdiction.

5. Indicative timetable of key events[(1)]

Entitled Shareholders and Purchasers should take note of the following important dates and times in respect of the Rights Cum Warrants Issue:

Shares trade ex-rights	:	27 May 2024 from 9.00 a.m.
Record Date	:	28 May 2024 at 5.00 p.m.
Lodgement of Offer Information Statement and accompanying application forms with the SGX-ST	:	30 May 2024
Despatch of the OIS Notification Letter and accompanying application forms to the Entitled Shareholders	:	31 May 2024

Commencement of acceptance of and payment for Rights Shares with Warrants	:	31 May 2024 from 9.00 a.m.
Commencement of the Rights Trading Period	:	31 May 2024 from 9.00 a.m.
Last date and time for splitting of Rights Shares with Warrants entitlements	:	10 June 2024 at 5.00 p.m.
Close of the Rights Trading Period	:	10 June 2024 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares with Warrants	:	14 June 2024 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications via ATMs of Participating Banks)
Last date and time for acceptance of and payment for Rights Shares with Warrants by renouncees	:	14 June 2024 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications via ATMs of Participating Banks)
Last date and time for application and payment for Excess Rights Shares with Warrants	:	14 June 2024 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications via ATMs of Participating Banks)
Expected date for issuance of Rights Shares	:	21 June 2024
Expected date for issuance of Warrants	:	24 June 2024
Expected date for crediting of Rights Shares and Warrants	:	24 June 2024
Expected date for refund of unsuccessful applications (if made through CDP)	:	25 June 2024
Expected date for listing and commencement of trading of Rights Shares	:	25 June 2024 from 9.00 a.m.
Expected date for listing and commencement of trading of Warrants (subject to there being a spread of not less than 100 holdings of the Warrants to provide for an orderly market in the trading of Warrants)	:	26 June 2024 from 9.00 a.m.

The above timetable is indicative only and is subject to change. As at the Latest Practicable Date, the Company does not expect the above timetable to be modified. However, the Company may, upon consultation with the Company's sponsor, RHB Bank Berhad, through its Singapore branch (the "**Sponsor**") and with the approval of the SGX-ST, and/or CDP, modify the above timetable subject to any limitations under any applicable laws, rules or regulations. In such an event, the Company will publicly announce any changes to the above timetable through an announcement posted on the SGXNET announcement page of the Company at https://www.sgx.com/securities/company-announcements?value=ZIXIN%20GROUP%20HOLDINGS%20LIMITED&type=company. Shareholders and investors are advised to refer to the announcements released by the Company on the SGXNET for further details.

Note:

*(1) This does not apply to SRS Members and investors who have subscribed for or purchased Shares through a finance company and/or Depository Agent. SRS Members and investors who have subscribed for or purchased Shares through a finance company and/or Depository Agent should refer to the section entitled "**Important Notice to SRS Members and Investors who hold Shares through a Finance Company and/or Depository Agent**" of the Offer Information Statement. Any acceptances and/or (if applicable) applications made by these investors directly through the CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected. Such investors, where applicable, will receive notification letter(s) from their respective SRS Approved Bank, finance company and/or Depository Agent, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective SRS Approved Banks, finance company and/or Depository Agent, as the case may be.*

6. Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Rights Cum Warrants Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

7. Cautionary Statement

This announcement is qualified in its entirety by, and should be read in conjunction with, the full text of the Offer Information Statement. Where appropriate, further details will be disclosed in subsequent announcements. Shareholders and potential investors of the Company are advised to read the Offer Information Statement, accompanying documents (including the application forms), this announcement and all further announcements made by the Company carefully and to exercise caution when dealing in the securities of the Company. In particular, Shareholders and potential investors of the Company should note that as at the date of this announcement, there is no certainty nor assurance that the Rights Cum Warrants Issue will be completed or that no changes will be made to the terms thereof and arrangements therefor. The Company will make further announcements as and when necessary and appropriate. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

By Order of the Board

Liang Chengwang
Executive Chairman and Chief Executive Officer

30 May 2024

This announcement has been reviewed by the Sponsor in compliance with Rule 226(2)(b) of the Catalist Rules.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, Singapore branch, at 90 Cecil Street, #03-00 Singapore 069531, Telephone (65) 6320 0627.