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 – NOTICE OF RECORD DATE

1. Introduction

1.1 The board of directors (the "**Board**" or "**Directors**") of Zixin Group Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's previous announcements made on 28 March 2024 and 24 April 2024 (the "**Previous Announcements**") in relation to, *inter alia*, the Rights Cum Warrants Issue.

1.2 As stated in the Previous Announcements, the Company will undertake the Rights Cum Warrants Issue of up to 144,481,810 Rights Shares at the Issue Price of S$0.0165 per Rights Share, with up to 577,927,240 Warrants, on the basis of one (1) Rights Share for every ten (10) existing Shares held by Eligible Shareholders as at the Record Date, fractional entitlements to be disregarded, and four (4) Warrants for every one (1) Rights Share subscribed and each Warrant carrying the right to subscribe for one (1) Warrant Share at the Exercise Price of S$0.0450 per Warrant Share.

1.3 Unless otherwise defined in this announcement, all capitalised terms used in this announcement shall have the meanings ascribed to them in the Previous Announcements.

2. Notice of Record Date

2.1 **NOTICE IS HEREBY GIVEN** that the register of Shareholders and the register of share transfers of the Company will be closed at 5:00 p.m. (Singapore time) on 28 May 2024 (the "**Record Date**") for the purpose of determining the provisional allotments of Rights Shares with Warrants of the Eligible Shareholders under the Rights Cum Warrants Issue.

2.2 The Shares will trade on a "cum-rights" basis on the Catalist Board of the SGX-ST up to 5:00 p.m. (Singapore time) on 24 May 2024. The Shares will trade on an "ex-rights" basis from 9:00 a.m. (Singapore time) on 27 May 2024 and any person who purchases Shares on and from 27 May 2024 will not be entitled to any provisional allotment of Rights Shares with Warrants under the Rights Cum Warrants Issue.

3. Eligibility to Participate in the Rights Cum Warrants Issue

3.1 The Company will provisionally allot the Rights Shares with Warrants to all Eligible Shareholders, such Eligible Shareholders comprising Eligible Depositors and Eligible Scripholders.

3.2 Pursuant to the "Further Extension of Temporary Measure to Allow for Electronic Dissemination of Rights Issue and Take-over Documents" published by the Monetary Authority of Singapore, the Securities Industry Counsel and the Singapore Exchange Regulation, the Company will not be despatching physical copies of the Offer Information Statement to Shareholders. Instead, the Offer Information Statement will be disseminated electronically through publication on the SGXNET and the Company's website at https://www.zixingroup.com.sg/investor-relation.

Accordingly, Eligible Shareholders will be sent a hardcopy notification with instructions on how they can access the electronic version of the Offer Information Statement, at the Singapore addresses that they maintain with the CDP or the Share Registrar, as the case may be.

3.3 Eligible Shareholders will also receive hardcopies of the appropriate application forms and accompanying documents, at the Singapore addresses that they maintain with the CDP or the Share Registrar, as the case may be.

3.4 Subject to the terms and conditions of the Offer Information Statement and the accompanying documents, Eligible Shareholders will be at liberty to accept in full or in part, decline, or otherwise renounce, or, in the case of Eligible Depositors only, trade their provisional allotments of Rights Shares with Warrants on the Catalist Board of the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST and will be eligible to apply for Excess Rights Shares with Warrants.

3.5 **Eligible Depositors**

Eligible Depositors will be provisionally allotted the Rights Shares with Warrants on the basis of the number of Shares standing to the credit of their Securities Accounts as at 5:00 p.m. (Singapore time) on the Record Date.

As stated in the Previous Announcements, "**Eligible Depositors**" are Shareholders with Shares standing to the credit of their Securities Account as at 5:00 p.m. (Singapore time) on the Record Date and (i) whose registered addresses with CDP are addresses in Singapore as at the Record Date or (ii) who, if their registered addresses with the CDP are addresses outside Singapore, have provided CDP with a registered address in Singapore for the service of notices and documents not later than 5:00 p.m. (Singapore time) on the date falling three (3) Market Days prior to the Record Date.

3.6 **Eligible Scripholders**

Eligible Scripholders will have to submit duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title, so as to be received by 5:00 p.m. (Singapore time) on the Record Date by the Share Registrar at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632, in order to be registered to determine their provisional allotments of Rights Shares with Warrants.

As stated in the Previous Announcements, "**Eligible Scripholders**" are Shareholders who, in addition to the paragraph directly above, have not deposited their share certificates with CDP and (i) whose registered addresses with the Share Registrar are addresses in Singapore as at the Record Date or (ii) who, if their registered addresses with the Share Registrar are addresses outside Singapore, have provided the Share Registrar with a registered address in Singapore for the service of notices and documents not later than 5:00 p.m. (Singapore time) on the date falling three (3) Market Days prior to the Record Date.

3.7 **Supplementary Retirement Scheme ("SRS")**

SRS Members who have previously purchased their Shares using their SRS Accounts and who wish to accept their provisional allotments of Rights Shares with Warrants and apply for Excess Rights Shares with Warrants can only do so using monies standing to the credit of their respective SRS Accounts, subject to the applicable SRS rules and regulations. SRS Members who wish to accept their provisional allotments of Rights Shares with Warrants and apply for Excess Rights Shares with Warrants using SRS monies, will need to instruct the relevant approved banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares with

Warrants and (if applicable) apply for Excess Rights Shares with Warrants on their behalf in accordance with terms and conditions in the Offer Information Statement. Any application made directly to CDP, the Share Registrar, the Company and/or through automated teller machines of any participating bank appointed and named in the Offer Information Statement will be rejected. For the avoidance of doubt, monies in SRS Accounts may not be used for the purchase of provisional allotments of Rights Shares with Warrants directly from the market.

SRS Members who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their approved banks before instructing their respective approved banks to accept their provisional allotments of Rights Shares with Warrants and (if applicable) apply for Excess Rights Shares with Warrants

Eligible Shareholders who are SRS Members should refer to the Offer Information Statement to be lodged with the SGX-ST, acting as agent on behalf of the MAS, for important details relating to the offer procedure in connection with the Rights Cum Warrants Issue.

3.8 **Foreign Shareholders**

For practical reasons and to avoid any violation of securities legislation or regulations applicable in countries other than Singapore, the Rights Shares with Warrants will **NOT** be offered to Foreign Shareholders, and the Offer Information Statement and applicable accompanying documents will not be despatched to Foreign Shareholders. As such, no provisional allotments of the Rights Shares with Warrants will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by Foreign Shareholders will be valid.

As stated in the Previous Announcements, "**Foreign Shareholders**" are Shareholders with registered addresses outside Singapore as at the Record Date who have not, by 5:00 p.m. on the date falling three (3) Market Days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, an address in Singapore for the service of notices and documents.

If it is practicable to do so, arrangements may be made, at the discretion of the Company, for Rights Shares with Warrants which would otherwise be provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the SGX-ST as soon as practicable after dealings in the provisional allotments of Rights Shares with Warrants commence.

4. Notification Under Section 309B of the Securities and Futures Act 2001 of Singapore

The provisional allotments of Rights Shares with Warrants, the Rights Shares, the Warrants and the Warrant Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

5. 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.

6. Cautionary Statement

Shareholders and potential investors of the Company are advised to read 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

17 May 2024

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*This announcement has been reviewed by the Company's sponsor, RHB Bank Berhad, through its Singapore branch ("**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.