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

*All capitalised terms used in this notice of EGM (the "**Notice of EGM**") which are not defined herein shall have the same meaning ascribed to them in the circular to Shareholders of the Company dated 13 October 2025 (the "**Circular**").*

Inter-conditionality of the Resolutions

(1) The passing of Resolution 3 is conditional upon the passing of Resolution 1, such that if Resolution 1 is not passed, Resolution 3 will not be passed.

(2) The passing of Resolution 4 is conditional upon the passing of Resolution 1 and Resolution 3, such that if either Resolution 1 or Resolution 3 is not passed, Resolution 4 will not be passed.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Zixin Group Holdings Limited (the "**Company**") will be held at 60 Cecil Street, the Institute of Singapore Chartered Accountants House, Room 4-2, Singapore 049709 on Tuesday, 28 October 2025 at 10.00 AM (Singapore Time) to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. PROPOSED ADOPTION OF THE ZIXIN PERFORMANCE SHARE PLAN 2025 ("PSP 2025") AND THE AUTHORITY TO ISSUE AND ALLOT SHARES UNDER THE PSP 2025 ***Resolution 1***

In view of the Zixin Performance Share Plan that had expired on 19 July 2025 following the validity period of ten (10) years, that:

(a) pursuant to Rule 13.1 of the Rules of the PSP 2025, the details and rules of which are set out in Annex A to the Circular, the adoption of the PSP 2025 for a period of ten (10) years from the date on which this Resolution 1 is passed be and is hereby approved;

(b) the Directors be and are hereby authorised to (i) establish and administer the PSP 2025; and (ii) to modify and/or alter the PSP 2025 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of PSP 2025, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2025; and

(c) the Directors be and are hereby authorised to offer and grant awards ("**Awards**") in accordance with the provisions of the PSP 2025 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP 2025, provided always that the aggregate number of Shares to be issued and/or transferred pursuant to the PSP 2025, when added to the number of Shares issued and issuable and/or transferred and transferable under other share-based incentives schemes or share plans of the Company, shall not exceed fifteen percent (15%) of the total issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

(See Explanatory Notes (i), (ii) and (iii))

2. PROPOSED ADOPTION OF THE ZIXIN EMPLOYEE SHARE OPTION SCHEME 2025 ("ESOS 2025") AND THE AUTHORITY TO ISSUE AND ALLOT SHARES UNDER THE ESOS 2025 ***Resolution 2***

In view of the Zixin Employee Share Option Scheme that had expired on 19 July 2025 following the validity period of ten (10) years, that:

(a) pursuant to Rule 14.1 of the Rules of the ESOS 2025, the details and rules of which are set out in Annex B to the Circular, the adoption of the ESOS 2025 for a period of ten (10) years from the date on which this Resolution 2 is passed be and is hereby approved;

(b) the Directors be and are hereby authorised to (i) establish and administer the ESOS 2025; and (ii) to modify and/or alter the ESOS 2025 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provision of ESOS 2025, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the ESOS 2025; and

(c) the Directors be and are hereby authorised to offer and grant options ("**Options**") under the ESOS 2025 and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the ESOS 2025, provided always that the aggregate number of Shares to be issued and/or transferred pursuant to the ESOS 2025, when added to the number of Shares issued and issuable and/or transferred and transferable under other share-based incentives schemes or share plans of the Company shall not exceed fifteen percent (15%) of the total issued Share (excluding treasury shares and subsidiary holdings) of the Company from time to time.

(See Explanatory Notes (i), (ii) and (iii))

3. PROPOSED PARTICIPATION BY LIANG CHENGWANG, THE EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND A CONTROLLING SHAREHOLDER, IN THE PSP 2025 ***Resolution 3***

Subject to and contingent upon the passing of Resolution 1, approval be and is hereby given for the participation by Liang Chengwang, a Controlling Shareholder (as defined in the Catalist Rules) of the Company, in the PSP 2025.

(See Explanatory Note (iii))

4. PROPOSED GRANT OF AWARD OF 23,000,000 NEW SHARES TO LIANG CHENGWANG UNDER THE PSP 2025 ***Resolution 4***

Subject to and contingent upon the passing of Resolution 1 and Resolution 3:

(a) the proposed grant of award of 23,000,000 new Shares to Liang Chengwang under the PSP 2025 by the Company be and is hereby approved; and

(b) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 4, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

(See Explanatory Note (iii))

5. PROPOSED GRANT OF SHARE OPTIONS BETWEEN THE COMPANY AND LIANG CHENGWANG, THE EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, AND THE ALLOTMENT AND ISSUANCE OF OPTION SHARES TO LIANG CHENGWANG UPON EXERCISE OF THE RELEVANT SHARE OPTIONS, AS AN INTERESTED PERSON TRANSACTION ***Resolution 5***

That:

(a) pursuant to Rules 805(1), 812 and 906(1) of the Catalist Rules, approval be and is hereby given to the Directors to (i) grant the Company Options to Liang Chengwang, the Executive Chairman and Chief Executive Officer of the Company, to subscribe for up to 300,000,000 Option Shares at the exercise price of S$0.030 per Share (the "**Exercise Price**") during the Share Option Period; and (ii) receive the grant of the Investor Options from Liang Chengwang to issue up to 300,000,000 Option Shares to Liang Chengwang at the Exercise Price during the Share Option Period;

(b) pursuant to Rules 805(1), 812 and 906(1) of the Catalist Rules, and Section 161 of the Companies Act, approval be and is hereby given to the Directors to allot and issue up to 300,000,000 Option Shares to Liang Chengwang upon the (i) exercise of the Company Options by Liang Chengwang; and/or (ii) the exercise of the Investor Options by the Company, provided that:

(i) the aggregate number of Option Shares to be issued to Liang Chengwang under the Share Option Agreement shall not exceed 300,000,000 Option Shares;

(ii) the Option Shares shall be issued free from all claims and Encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing Shares, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the issue of the Option Shares; and

(c) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 5, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

(See Explanatory Note (iii))

6. PROPOSED GRANT OF SHARE OPTIONS BETWEEN THE COMPANY AND THE OTHER INVESTORS, AND THE ALLOTMENT AND ISSUANCE OF OPTION SHARES TO THE OTHER INVESTORS UPON EXERCISE OF THE RELEVANT SHARE OPTIONS ***Resolution 6***

That:

(a) pursuant to Rule 805(1) of the Catalist Rules, approval be and is hereby given to the Directors to (i) grant the Company Options to the Other Investors, to subscribe for up to their respective Share Option Limits at the Exercise Price during the Share Option Period; and (ii) receive the grant of the Investor Options from the Other Investors to issue up to 589,000,000 to all Other Investors at the Exercise Price during the Share Option Period, subject to the terms of the Share Option Agreement;

(b) pursuant to Rule 805(1) of the Catalist Rules, and Section 161 of the Companies Act, approval be and is hereby given to the Directors to allot and issue up to 589,000,000 Option Shares to each Other Investor upon (i) the exercise of the Company Options by the relevant Other Investor; and/or (ii) the exercise of the Investor Options by the Company in respect of the relevant Other Investor, provided that:

(i) the aggregate number of Option Shares to be issued to all Investors under the Share Option Agreement shall not exceed 589,000,000 Option Shares;

(ii) the Option Shares shall be issued free from all claims and Encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing Shares, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the issue of the Option Shares; and

(d) the Directors and each of them be and are hereby authorised and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 6, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

(See Explanatory Note (iv))

By Order of the Board

Lawrence Chen Tse Chau (Chen Shichao)
Lead Independent Director
13 October 2025

EXPLANATORY NOTES:

(i) All Shareholders that are eligible to participate in the PSP 2025 and the ESOS 2025 shall abstain, and shall procure their associates to abstain, from voting in respect of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 and will also decline to accept nomination as proxy or otherwise vote at the EGM in respect of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy form on the manner in which they wish their votes to be cast for the said resolutions. Accordingly, Group Employees (including Group Executive Directors) and Group Non-Executive Directors (including Independent Directors), who are eligible to participate in the PSP 2025 and/or the ESOS 2025 and who are also Shareholders, shall abstain from voting in respect of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 and will also decline to accept nomination as proxy or otherwise vote at the EGM in respect of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy form on the manner in which they wish their votes to be cast for the said resolutions. The Company will disregard any votes cast at the EGM in respect of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 by all Shareholders who are eligible to participate in the PSP 2025 and the ESOS 2025.

(ii) Resolution 1 and Resolution 2, if passed, will empower the Directors to (i) establish and administer the PSP 2025 and ESOS 2025, (ii) modify and/or alter the PSP 2025 and ESOS 2025 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of PSP 2025 and ESOS 2025, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2025 and ESOS 2025, and (iii) allot and issue Shares pursuant to the vesting of Awards and the exercise of Options under the PSP 2025 and ESOS 2025 respectively, provided that the aggregate number of Shares to be issued and/or transferred pursuant to the PSP 2025 and ESOS 2025, when added to the number of Shares issued and issuable and/or transferred and transferable under other share-based incentives schemes or share plans of the Company shall not exceed fifteen percent (15%) of the total issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

(iii) Liang Chengwang shall abstain, and shall procure that his associates abstain, from voting at the EGM on Resolution 1, Resolution 2, Resolution 3, Resolution 4 and Resolution 5, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Resolution 1, Resolution 2, Resolution 3, Resolution 4 and Resolution 5 unless Shareholders appointing him or his associates as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolutions. The Company will disregard any votes cast at the EGM in respect of Resolution 1, Resolution 2, Resolution 3, Resolution 4 and Resolution 5 by Liang Chengwang and his associates.

(iv) Wong Hong Eng, Chia Soon Joo, Putra Eddy, Ng Kok Joo and Jee Meng Kwang shall abstain, and shall procure that their associates abstain, from voting at the EGM on Resolution 6, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Resolution 6 unless Shareholders appointing them as proxy give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution. The Company will disregard any votes cast at the EGM in respect of Resolution 6 by Wong Hong Eng, Chia Soon Joo, Putra Eddy, Ng Kok Joo, Jee Meng Kwang and their associates.

Notes:

1. **Participation:**

(a) The EGM is being convened and will be held in a wholly physical format at 60 Cecil Street, the Institute of Singapore Chartered Accountants House, Room 4-2, Singapore 049709 on Tuesday, 28 October 2025 at 10.00 AM (Singapore Time). There will be no option for members to participate virtually.

(b) Members should bring along their NRIC/passport to enable the Company to verify their identity. Members are also requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.

(c) All members may, prior to the EGM, submit questions relating to the business of the EGM no later than 10.00 AM (Singapore Time) on 20 October 2025, being at least seven (7) calendar days after this notice is published via either of the following:

(i) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or

(ii) if submitted electronically, submitted by way of email to info@zixinshuye.com.

(d) When submitting questions via post or via email, Shareholders should provide the following details: (i) the Shareholder's full name, (ii) Shareholder's email address; and (iii) the manner in which the Shareholder holds share in the Company, for verification purposes.

(e) The Company will endeavour to address questions on SGXNET which are substantial and relevant on or before 10.00 AM (Singapore Time) on 24 October 2025 (being not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the EGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

2. **Appointment of Proxy(ies)**

(a) A member who wishes to appoint proxy(ies) must complete the instrument appointing proxy(ies), before submitting it in the manner set out below.

(b) A proxy need not be a member of the Company, and a member may choose to appoint the Chairman of the EGM as his/her/its proxy.

(c) A member who is not a Relevant Intermediary* is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. Where such member's instrument appointing proxy(ies) appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A member who is a Relevant Intermediary is entitled to appoint more than one (1) proxy to speak, attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/passport number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a SRS Operator who intends to appoint SRS investors as its proxies shall comply with this note and to the relevant Notice of EGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

* Relevant Intermediary has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

(d) The instrument appointing the proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy(ies) is signed on behalf of the appointed by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.

(e) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(i) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or

(ii) if submitted electronically, submitted by way of email to info@zixinshuye.com,

in either case, by 10.00 AM (Singapore Time) on 26 October 2025, being not less than 48 hours before the time set for the EGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

(f) This proxy form is not valid for use by investors holding shares in the Company under the Supplementary Retirement Scheme ("**SRS Investors**") and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS Investors who wish to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM (i.e. by 10.00 AM (Singapore Time) on 15 October 2025), SRS Investors should contact their respective agent banks or SRS operators for any queries they may have with regard to the appointment of proxy for the EGM.

(g) The Company shall be entitled to reject a proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form lodged if the member, being the appointer, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

(h) The sending of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the EGM in place of his/her proxy if he/she finds that he/she is able to do so, in which case the appointment of the proxy shall be deemed to be revoked by such attendance.

3. **Despatch of Documents:** All documents (including the Circular, Proxy Form, this Notice of EGM, and the Request Form) or information relating to the business of the EGM have been or will be published on SGXNet (https://www.sgx.com/securities/company-annoucements) and the Company's website at https://www.zixingroup.com.sg/. Please note that printed copies of this Notice of EGM, Proxy Form and the Request Form will be despatched to members, whereas printed copies of the Circular will not be despatched to members unless the relevant member submits the Request Form to the Company in accordance with the instructions set out therein. Members are advised to check SGXNet and/or the Company's website regularly for updates.

4. **Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or by attending the EGM, the member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. In addition, by attending the EGM and/or adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.