EXERCISE NOTICE

To be completed by Warrantholder(s) in respect of Warrants registered in the name of The Central Depository (Pte) Limited ("CDP")

To: **Zixin Group Holdings Limited c/o the Warrant Agent, being Boardroom Corporate & Advisory Services Pte. Ltd.** 1 HarbourFront Ave #14-07 Keppel Bay Tower Singapore 098632	**ZIXIN GROUP HOLDINGS LIMITED** (Company Registration No. 200718683N) (Incorporated in the Republic of Singapore) (the "**Company**") Up to 577,927,240 Warrants to subscribe for up to 577,927,240 Warrant Shares in the capital of the Company **EXPIRATION DATE AND TIME:** 5.00 p.m. on the date immediately preceding the second (2nd) anniversary of the date of issue of the Warrants, provided that if the date immediately preceding such second (2nd) anniversary is not a Market Day or falls on a day on which the Register of Members and/or Register of Warrantholders is/are closed, the Expiration Date shall be the immediately preceding Market Day on which both the Register of Members and Register of Warrantholders remain open, subject to the Conditions	**EXERCISE NOTICE TO BE COMPLETED BY WARRANTHOLDER(S) IN RESPECT OF WARRANTS REGISTERED IN THE NAME OF THE DEPOSITORY** BANKER'S DRAFT OR CASHIER'S ORDER MADE IN FAVOUR OF **ZIXIN GROUP HOLDINGS LIMITED**

PLEASE READ THE NOTES AND INSTRUCTIONS ON THE REVERSE OF THIS EXERCISE NOTICE CAREFULLY BEFORE COMPLETING THIS EXERCISE NOTICE. PLEASE COMPLETE THIS EXERCISE NOTICE IN BLOCK LETTERS, WITH EACH BOX CONTAINING ONE LETTER ONLY. LEAVE ONE BOX BETWEEN WORDS. DO NOT BREAK UP WORDS.

NAME(S) OF THE DIRECT SECURITIES ACCOUNT HOLDER(S) / DEPOSITORY AGENT WITH THE DEPOSITORY ("DEPOSITOR(S)")
(The names provided must match that of your Securities Account. In the case of joint Depositors, please provide all names.)

*MR/MRS/MISS/MADAM/MESSRS

ADDRESS OF THE DEPOSITOR(S)

POSTAL CODE

DIRECT SECURITIES ACCOUNT NUMBER / SUB-ACCOUNT NUMBER

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NRIC NUMBER / PASSPORT NUMBER / UNIQUE ENTITY NUMBER / COMPANY REGISTRATION NUMBER*

AND (if joint Depositors)

NUMBER OF WARRANTS EXERCISED

NUMBER OF WARRANTS SHARES SUBSCRIBED

COUNTRY OF INCORPORATION (for corporates)
(in the case of joint Depositors, please provide all countries of incorporation

TOTAL EXERCISE PRICE PAYABLE (AT S$0.0450 PER WARRANT SHARE)
(payable in banker's draft/cashier's order)

TELEPHONE NUMBER

NAME OF BANK AND BANKER'S DRAFT/CASHIER'S ORDER NUMBER

I/We*, the undersigned, hereby irrevocably:-

(a) confirm that I/we have exercised the rights under the Warrants to subscribe for the number of Warrant Shares specified in this Exercise Notice in accordance with the Conditions of the Deed Poll and all applicable terms and conditions for CDP to act as depository for the Warrants as modified from time to time (the "**Depository Terms and Conditions**") and declare and confirm that I/we* have no less than the number of Warrants specified above in the "Free" Balance of my/our* Securities Account specified above;
(b) undertake to make payment for the Warrants in Singapore currency by banker's draft/cashier's order on a bank in Singapore in favour of the Company, for the full amount of the Exercise Price in respect of the Warrants exercised;
(c) undertake to pay any deposit or other fees or expenses (if any) for the time being chargeable by, and payable to, CDP, and any registration fees, costs, expenses, stamp duties, or other similar taxes or duties arising on or in connection with the exercise of the Warrants referred to above or in connection with the allotment and registration of the Warrant Shares in the name of CDP for my/our account and undertake to complete, sign and deliver such forms or documents as may be required by the Warrant Agent, the Share Registrar, the Company and/or CDP (as the case may be);
(d) authorise the Warrant Agent to earmark (so as to prohibit dealings in the Warrants), and CDP to debit, my/our Securities Account specified above with the number of Warrants exercised as specified herein;
(e) authorise the Company to allot and issue the Warrant Shares arising on the exercise of such Warrants in the name of CDP and to forward the shares certificates for such Warrant Shares to CDP to be credited to the "Available" balance of my/our Securities Account referred to above;
(f) authorise CDP to credit the Warrant Shares into the "Free" balance of my/our Securities Account as specified above in accordance with the Depository Terms and Conditions;
(h) (if the Depositor is a Depository Agent) confirm that I/We have been duly authorised by the holder of the securities sub-account referred to above to execute and complete this Exercise Notice in accordance with the terms and conditions hereof;
(i) declare that the information and instructions set out above and elsewhere and in this Exercise Notice are correct and understand and acknowledge that the Company will be issuing the Warrant Shares in reliance upon such information and instructions and irrevocably authorise the Company, the Warrant Agent, the Share Registrar and CDP to act on the said information and instructions without any liability whatsoever;
(j) agree that all documents (including without limitation share certificates of the Warrant Shares and the balancing Warrant Certificates to be despatched by the Company, the Warrant Agent, the Share Registrar and/or CDP (as the case may be) in connection with or arising out of the exercise of the Warrants specified herein shall be by ordinary post and at the my/our* own risk), and that the Warrant Shares to be issued upon exercise of the Warrants specified herein shall be issued upon the terms and subject to the provisions of the Deed Poll and the Constitution of the Company; and
(k) declare that all approvals, consents and authorisations (if any) required by the laws to which we are subject and to be obtained by us prior to the said exercise of the Warrants have been obtained and are in full force and effect and that all applicable conditions thereto, including as set out in the Deed Poll, have been complied with by us.

Executed by the Depositor(s):

Name of signatory: Designation (if corporate):	Tel no.:	Date:	Name of signatory: Designation (if corporate):	Tel no.:	Date:

Note:
- *In the case of joint Depositors, each Depositor is required to execute this Exercise Notice and provide his/her particulars as listed above. If the signing blocks are insufficient, please add the required signatures and particulars.*
- *For each Depositor that is a corporate, please execute this Exercise Notice by two signatories and affix/apply your company seal or company stamp.*

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS EXERCISE NOTICE

1. Terms defined in the Deed Poll dated 30 May 2024 executed by the Company ("**Deed Poll**") and the Conditions of the Deed Poll shall, unless the context otherwise requires, have the same meanings when used in this Exercise Notice.

2. Please complete this Exercise Notice in English and in block letters.

3. In the case of joint Depositors, **all** joint Depositors must sign this Exercise Notice.

4. The exercise of the Warrants shall be made in accordance with the Conditions of the Deed Poll and, in particular, Conditions 3 and 4. Please read the Conditions carefully before you complete this Exercise Notice. Failure to complete this Exercise Notice in accordance with the Conditions and the notes and instructions herein will result in the exercise of the Warrants under this Exercise Notice being delayed or being treated as invalid, at the Company's and/or Warrant Agent's discretion.

5. The Warrant Shares to be issued upon exercise of the Warrants shall be issued upon the terms and subject to the provisions of the Deed Poll and the Constitution of the Company.

6. Where this Exercise Notice is accompanied by a remittance, the remittance must be in Singapore Currency and in the form of a banker's draft or cashier's order drawn on a bank operating in Singapore in favour of ZIXIN GROUP HOLDINGS LIMITED. Please write, on the bank of the banker's draft or cashier's order: (a) the name(s) of the exercising Depositor(s), (b) the number of Warrants exercised and (c) the Securities Account number(s) of the exercising Depositor(s) which is to be debited with the Warrants being exercised.

7. This Exercise Notice is to be returned to the specified office for the time being of the Warrant Agent before 3.00 p.m. (Singapore time) on any Market Day within the Exercise Period and before 5.00 p.m. (Singapore time) on the Expiration Date. The initial Warrant Agent is **Boardroom Corporate & Advisory Services Pte. Ltd.**, the specified office of which is at **1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632**.

8. In exercising any Warrant, the exercising Depositor should ensure that he has complied with all relevant statutory provisions and the requirements of any regulatory or other relevant authority or body for the time being applicable.

9. All documents (including certificates) to be despatched by the Company, the Warrant Agent, the Share Registrar and/or CDP (as the case may be) in connection with or arising out of or pursuant to the exercise of Warrants shall be by ordinary post and at the risk of the person(s) entitled thereto.

To be completed by the Warrant Agent

We acknowledge receipt of this Exercise Notice. The Exercise Date in respect of such Warrants is ..... 20.....

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For and on behalf of
Boardroom Corporate & Advisory Services Pte. Ltd.

For Official Use Only	
Date and Time lodged with Warrant Agent:	Received by:
Date and Time lodged with the Depository:	Received by:
Confirmed by: _____ For and on behalf of The Central Depository (Pte) Limited	 _____ Date