PROPOSED BONUS ISSUE OF TWO (2) BONUS WARRANTS FOR EVERY TEN (10) EXISTING SHARES AT AN EXERCISE PRICE OF S$0.036 FOR EACH BONUS WARRANT INTO A NEW SHARE

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**") wishes to announce that the Company is proposing a bonus issue (the "**Proposed Bonus Warrants Issue**") of up to 402,093,315 warrants (the "**Bonus Warrants**"), on the basis of two (2) Bonus Warrants for every ten (10) existing ordinary shares (each a "**Share**") in the capital of the Company held by the Shareholders of the Company (the "**Shareholders**") as at the record date to be determined by the Board for the purpose of determining the entitlements of the Shareholders ("**Record Date**"). Each Bonus Warrant shall carry the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**New Shares**") at the exercise price of S$0.036 for each New Share (the "**Exercise Price**").

1.2 The issue of the Bonus Warrants will be undertaken pursuant to the general share issue mandate approved by the Shareholders at the annual general meeting of the Company held on 31 July 2026.

1.3 Fractional entitlements arising from the Proposed Bonus Warrants Issue will be disregarded and dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company.

1.4 In view of the exemption accorded under Regulation 31(1) of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018, there will not be any prospectus, profile statement or offer information statement to be issued in relation to, and for the purpose of, the issue of the Bonus Warrants to the Shareholders.

2. Rationale and Purpose of the Proposed Bonus Warrants Issue

2.1 The Proposed Bonus Warrants Issue is intended to reward Shareholders for their loyalty and support towards the Company by providing them an opportunity to participate in the future growth of the Company. Holders of the Bonus Warrants ("**Warrantholders**") are given an opportunity to increase their equity participation in the Company by subscribing for the New Shares at the Exercise Price, being a pre-determined price, through the exercise of their Bonus Warrants at any time during the Exercise Period (as defined below). The Proposed Bonus Warrants Issue allows existing Shareholders of the Company to benefit from any potential appreciation of the price of the Shares and/or the Bonus Warrants. The Proposed Bonus Warrants Issue also potentially increases the share base of the Company (in the event some and/or all of the Bonus Warrants are exercised) and may facilitate trading liquidity of the Company's Shares, greater participation by investors and broadening the shareholder base of the Company.

2.2 In addition, the Proposed Bonus Warrants Issue, in the event some and/or all of the Bonus Warrants are exercised, will also enable the Company to receive new funds and provide additional resources and working capital required to support business operation expansion and new business ventures upon exercise of the Bonus Warrants during the Exercise Period.

3. Principal Terms of the Proposed Bonus Warrants Issue

3.1 Terms of the Bonus Warrants

The following is a summary of the principal terms and conditions of the Bonus Warrants:

Form	:	The Bonus Warrants will be issued in registered form and will be constituted by a deed poll (the "**Deed Poll**") to be executed by the Company. The Deed Poll will set out, among others, the terms and conditions of the Bonus Warrants and may from time to time be amended, supplemented or modified in accordance with its terms.
Exercise Period	:	The Bonus Warrants are exercisable during the period commencing on and including the date falling six (6) months from the date of listing of the Warrants on the Catalist Board of the SGX-ST and expiring at 5.00 p.m. on the date falling thirty-six (36) months from the date of listing of the Warrants on the Catalist Board of the SGX-ST ("**Exercise Period**"). Any Bonus Warrant remaining unexercised upon the expiry of the Exercise Period shall lapse and cease to be valid for all purposes.
Exercise Price	:	Each Bonus Warrant will, subject to the terms and conditions in the Deed Poll, entitle the Warrantholder to subscribe for one (1) New Share at the Exercise Price of S$0.036. The Exercise Price is at a premium of approximately 44.0% to the volume weighted average price of S$0.025 per Share and at a premium of approximately 44.0% to the closing price of S$0.025 per Share for Shares traded on the SGX-ST on 29 September 2026, being the full market day on the date of this announcement where Shares were traded on the SGX-ST.
Issue Size	:	Please see Section 3.4 of this Announcement.
Listing	:	The Company will be making an application, through its continuing sponsor, RHB Bank Berhad, to the SGX-ST for the listing of and quotation for, the Bonus Warrants and the New Shares on the Catalist Board of the SGX-ST. An announcement on the outcome of the application will be made in due course. In the event that there are adjustments to the number of Bonus Warrants which would require additional Bonus Warrants and/or New Shares (as the case may be) to be issued, the Company will seek the approval of the SGX-ST for the dealing in, listing of, and quotation for, such additional Bonus Warrants and/or New Shares on the Catalist Board of the SGX-ST at the relevant time.
Trading	:	Upon the listing of and quotation for the Bonus Warrants and the New Shares on the Catalist Board of the SGX-ST, the Bonus Warrants and the New Shares, when issued, will be traded on the SGX-ST under the book entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Bonus Warrants and the New Shares effected through the SGX-ST and/or The Central Depository (Pte) Limited ("**CDP**") shall be made in

accordance with the "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited" and (in the case of the Bonus Warrants) the "Terms and Conditions for The Central Depository (Pte) Limited to act as Depository for the Warrants", as the same may be amended from time to time.

Status of the New Shares	:	The New Shares, when issued and allotted, upon the exercise of the Bonus Warrants shall rank *pari passu* in all respects with the then existing Shares of the Company and with each other, except that the New Shares will not be entitled to any dividends, rights, allotments or other distributions on the record date which falls before the date of completion of the allotment and issue of the New Shares. For the purpose herein, a "record date" means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which the Shareholders must be registered with the Company, the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. ("**Share Registrar**") or the CDP, as the case may be, in order to participate in such dividends, rights, allotments or other distributions.
Adjustments	:	The Exercise Price and/or the number of Bonus Warrants shall from time to time be adjusted in accordance with the terms and conditions of the Deed Poll. Subject to the terms and conditions of the Deed Poll, such circumstances include: (i) an issue by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (whether of a capital or income nature and including any capital redemption reserve fund but excluding any issue of Shares to Shareholders who elect to receive Shares in lieu of cash or other dividend) to the Shareholders; (ii) a Capital Distribution (as defined in the Deed Poll) made by the Company to its Shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets); (iii) an offer or invitation made by the Company to the Shareholders under which they may acquire or subscribe for Shares by way of rights, or issue or grant to the Shareholders as a class by way of rights, options, warrants or other rights to subscribe for or purchase or otherwise acquire any Shares; or (iv) any consolidation, subdivision, reclassification or conversion of Shares. Any additional Bonus Warrants issued pursuant to such adjustment shall rank *pari passu* with the Bonus Warrants and will for all purposes form part of the same series of Bonus Warrants constituted by the Deed Poll. Any such adjustments will be announced by the

Company via an announcement on SGXNET in compliance with the Catalist Rules.

Winding up : If a resolution is passed for a members' voluntary winding-up of the Company, then

(i) if such winding-up is for the purpose of reconstruction or amalgamation pursuant to a scheme of arrangement to which the Warrantholders, or some person designated by them for such purpose by Special Resolution (as defined in the Deed Poll), shall be a party, the terms of such scheme of arrangement shall be binding on all the Warrantholders and all persons having an interest in the Bonus Warrants; or

(ii) if notice is given by the Company to its members to convene a general meeting for the purposes of considering a members' voluntary winding-up of the Company, every Warrantholder shall be entitled, at any time within six (6) weeks after the passing of such resolution for a members' voluntary winding-up of the Company, by irrevocable surrender of his Warrant Certificate(s) (as defined in the Deed Poll) to the Company with the Exercise Notice(s) (as defined in the Deed Poll) duly completed, together with all relevant payments payable and other items required under the terms and conditions of the Deed Poll, to elect to be treated as if he had immediately prior to the commencement of such winding up exercised the Bonus Warrants to the extent of the number of Bonus Warrants specified in the Exercise Notice and had on such date been the holder of the New Shares. The New Shares will be allotted to such Warrantholder as soon as possible and in any event no later than the day immediately prior to the date of the proposed general meeting.

The Company shall give notice to the Warrantholders in accordance with the terms and conditions of the Deed Poll, with respect to the passing of any such resolution within seven (7) market days after the passing thereof.

Subject to the foregoing, if the Company is wound-up for any reason, all Bonus Warrants which have not been exercised at the date of the passing of such resolution shall lapse and the Bonus Warrants shall cease to be valid for any purpose.

Notice of Expiry : The Company shall, no later than one (1) month before the expiry of the Exercise Period, (a) give notice to the Warrantholders of the expiry of the Exercise Period in accordance with the terms and conditions of the Deed Poll and make an announcement of the same to the SGX-ST; and (b) take reasonable steps to notify all Warrantholders in writing of the Expiry Date, and such notice shall be delivered by post to the address of the Shareholders.

Alterations to Terms	:	Notwithstanding any other provisions as set out in the Deed Poll, any material alteration to the terms and/or conditions of the Bonus Warrants after the issue thereof to the advantage of the Warrantholders must be approved by the Shareholders in general meeting, except where the alterations are made pursuant to the terms and conditions of the Deed Poll. The final terms and conditions of the Bonus Warrants will be set out in the Deed Poll.
Governing Law	:	The terms of the Bonus Warrants are governed by the laws of Singapore.

3.2 Trading of Odd-Lots

All fractional entitlements to the Bonus Warrants will be disregarded in arriving at the entitlements of the Entitled Shareholders (as defined below) and will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. Shareholders should note that subject to the requirements of the SGX-ST, the Bonus Warrants are quoted on the Catalist Board in board lot sizes of 100 warrants or such other board lot size which the SGX-ST may require and as may be notified by the Company. Following the Proposed Bonus Warrants Issue, Shareholders who hold odd lots of the Bonus Warrants (i.e. less than 100 Bonus Warrants) and who wish to trade in odd lots on the Catalist Board should note that they are able to do so on the Unit Share Market of the SGX-ST.

3.3 Eligibility

The Bonus Warrants to be issued pursuant to the Proposed Bonus Warrants Issue shall be credited and allotted to:

(a) Shareholders with Shares entered against their names in the depository register maintained by the Central Depository (Pte) Limited ("**CDP**") as at the Record Date and whose registered addresses with the CDP are in Singapore as at the Record Date or who have at least three (3) market days prior to the Record Date, provided that the CDP with addresses in Singapore for the service of notices and documents; and

(b) Shareholders with Shares registered in their names in the register of members of the Company as at the Record Date,

(the Shareholders referred to in (a) and (b) above collectively, the "**Entitled Shareholders**").

For practical reasons and in order to avoid any violation of securities laws applicable in countries other than Singapore, the Bonus Warrants will **NOT** be offered to Shareholders whose registered addresses are outside Singapore as at the Record Date and who have not, at least three (3) market days prior to the Record Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (the "**Foreign Shareholders**").

If practicable, Bonus Warrants which would otherwise have been allotted to Foreign Shareholders will be sold by the Company at its sole discretion on the Catalist Board of the SGX-ST. The net proceeds from such sales, after deduction of all expenses, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or the number of Shares standing to the credit of their respective Securities Accounts (as defined in the Deed Poll) as at the Record Date, as the case may be, and sent to them at their own risk by ordinary post, provided that, where the amount of net proceeds distributable to any single Foreign Shareholder is less than S$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit, and no Foreign Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith. Where such Bonus Warrants are sold on the Catalist Board of the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Share Registrar or CDP in respect of such sale.

If such Bonus Warrants cannot be or are not sold on the Catalist Board of the SGX-ST for any reason, the Bonus Warrants shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Share Registrar or CDP in connection therewith.

3.4 Size and Mandate of the Proposed Bonus Warrants Issue

Based on the existing share capital of the Company of 2,010,466,575 Shares, up to 402,093,315 Bonus Warrants will be issued by the Company pursuant to the Proposed Bonus Warrants Issue. Assuming that 402,093,315 Bonus Warrants are fully exercised and converted into New Shares, the Company will allot and issue 402,093,315 New Shares, representing 20.0% of the existing share capital of 2,010,466,575 Shares and 16.7% of the enlarged share capital of 2,412,559,890 Shares.

The Proposed Bonus Warrants Issue will be undertaken pursuant to the general share issue mandate (the "**General Mandate**") granted by the Shareholders to the Directors pursuant to Section 161 of the Companies Act 1967 of Singapore by way of an ordinary resolution passed at the annual general meeting of the Company held on 31 July 2026 (the "**2026 AGM**").

Under the General Mandate, the Directors are authorized and empowered to, *inter alia*, make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and issue Shares in pursuance of any Instruments made or granted by the Directors pursuant to the General Mandate, provided always that in the case where Shares are issued on a *pro-rata* basis to existing Shareholders, the aggregate number of Shares (including Shares to be issued in pursuance to Instruments made or granted pursuant to the General Mandate) does not exceed 100% of the issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing by the Shareholders of the General Mandate, after adjusting for:

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of the resolution approving the General Mandate, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares.

Pursuant to a share option agreement dated 18 September 2025 entered into by the Company, a total of up to 889,999,998 share options (the "**Options**") were granted, for which a specific mandate for the issuance and allotment of shares pursuant to exercises of the Options had been approved by Shareholders at the Company's extraordinary general meeting held on 28 October 2025.

As at the date of the 2026 AGM, up to 467,833,333 Options remain outstanding. Save as aforesaid, the Company had no existing warrants or other convertible securities as at the date of the 2026 AGM.

As at the date of the 2026 AGM, the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company is 2,010,466,575. Taking into consideration adjustments permitted under Rule 806(3) of the Catalist Rules, the maximum number of Shares that may be issued on a *pro-rata* basis pursuant to the General Mandate is 2,478,299,908 Shares.

Given that no Shares have been issued pursuant to the General Mandate since the 2026 AGM, and assuming that no Shares are issued pursuant to the General Mandate on or prior to the Record Date, the Company is authorised to issue up to 2,478,299,908 Shares on a *pro-rata* basis. Accordingly, the issuance of the Bonus Warrants and New Shares will be within the limit of the General Mandate.

As such, prior approval of Shareholders is not required for the allotment and issuance of the Bonus Warrants and New Shares pursuant to the Proposed Bonus Warrants Issue.

4. Use of Proceeds Arising from Exercise of Bonus Warrants

4.1 As the Bonus Warrants are issued free to Shareholders, there will be no proceeds raised directly from the Proposed Bonus Warrants Issue.

4.2 Based on the assumption that the maximum number of Bonus Warrants, being 402,093,315 Bonus Warrants, is issued by the Company and such Bonus Warrants are fully exercised into New Shares during the Exercise Period, the gross proceeds arising from the exercise of such Bonus Warrants will amount to approximately S$14.5 million. The estimated net proceeds from the exercise of the Bonus Warrants, after deducting estimated expenses and related expenses of approximately S$50,000, will amount to approximately S$14.4 million ("**Net Proceeds**"). The utilisation of the Net Proceeds from the exercise of the Bonus Warrants will be utilized in the following proportion:

Intended Use of the Net Proceeds	Allocation of Net Proceeds (S$'000)	Percentage of Net Proceeds (%)
Financing of the Group's growth and expansion plans in stockfeed in China	5,770.0	40
Financing of the Group's growth and expansion plans overseas (other than China)	4,327.5	30
General Working Capital	4,327.5	30
Total	**14,425.0**	**100**

4.3 The Company will make the necessary announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether the use of Net Proceeds is in accordance with the stated use. In addition, the Company will subsequently provide a status report on the use of such Net Proceeds in its interim and full year financial statements and annual report(s), until such time as the Net Proceeds have been fully utilised. Where there is any material deviation from the use of Net Proceeds described above, the Company will announce the reasons for such deviation. Where the Net Proceeds have been used for general corporate and/or working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the Company's announcements and annual report(s).

4.4 Pending the deployment of the Net Proceeds, such Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may, in their absolute discretion, deem fit.

5. Approvals

5.1 The Proposed Bonus Warrants Issue is subject to, *inter alia*, the following:

(a) the receipt of listing and quotation notice from the SGX-ST (and such approval not having been withdrawn or revoked), for the listing and quotation of the Bonus Warrants and the New Shares, on the Catalist Board of the SGX-ST being obtained; and

(b) there being an adequate spread of holdings of the Bonus Warrants to provide for an orderly market in the Bonus Warrants.

5.2 An application will be made by the Company, through its continuing sponsor, RHB Bank Berhad, to the SGX-ST for the approval of the listing and quotation of all the Bonus Warrants and the New Shares on the Catalist Board and an appropriate announcement on the outcome of the application will be made in due course.

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 Proposed Bonus 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. Interests of Directors and Substantial Shareholders

None of the Directors and substantial shareholder(s) of the Company has any interest, direct or indirect, in the Proposed Bonus Warrants Issue other than through their respective shareholdings in the Company.

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

The Bonus Warrants and New Shares issued or to be issued in connection with the Proposed Bonus Warrants Issue are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

9. Cautionary Statement

Shareholders and potential investors should note that the Proposed Bonus Warrants Issue is subject to the relevant approvals being obtained by the Company as mentioned in this announcement and, where applicable, not having been withdrawn, and are therefore advised to exercise caution when dealing or trading in the Shares. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Liang Chengwang
Executive Chairman and Chief Executive Officer

29 September 2026

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*This announcement has been reviewed by the Company's sponsor, RHB Bank Berhad ("**Sponsor**") in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**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.

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