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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Zhong Jia Guo Xin Holdings Company Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## Zhong Jia Guo Xin Holdings Company Limited 中加國信控股股份有限公司

*(incorporated in Bermuda with limited liability)*

(Stock Code: 899)

### PROPOSED CAPITAL REORGANISATION AND NOTICE OF SPECIAL GENERAL MEETING

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A notice convening a special general meeting (the “SGM”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”) to be held at Room 2601, 26/F West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Wednesday, 25 June 2025 or any adjournment thereof is set out on pages SGM-1 to SGM-4 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the SGM (i.e., at or before 11:00 a.m. on Monday, 23 June 2025) or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the SGM or any adjourned meeting (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Announcements”	the announcements of the Company dated 2 June 2025 and 4 June 2025 in relation to, among other things, the proposed Capital Reorganisation
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays, Sundays and public holidays and any days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks generally are open for general banking business in Hong Kong
“Bye-laws”	bye-laws for the time being adopted by the Company and as amended from time to time
“Capital Reduction”	proposed reduction in the issued share capital of the Company as detailed in the section headed “PROPOSED CAPITAL REORGANISATION – (2) Capital Reduction” of this circular
“Capital Reorganisation”	collectively, the Share Consolidation, the Subdivision and the Capital Reduction
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time

## DEFINITIONS

“Company”	Zhong Jia Guo Xin Holdings Company Limited 中加國信控股股份有限公司, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of par value HK\$1.00 each in the share capital of the Company immediately upon the Share Consolidation becoming effective but before the Capital Reduction and Subdivision becoming effective
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company before the Capital Reorganisation becoming effective
“General Rules of CCASS”	terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 June 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“New Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“SGM”	special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Capital Reorganisation and the matters contemplated thereunder
“SGM Notice”	notice convening the SGM set out on pages SGM-1 to SGM-4 of this circular
“Share(s)”	Existing Share(s), the Consolidated Share(s) and/or New Share(s), as the case may be, whether issued or unissued
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Consolidation”	proposed consolidation of every ten (10) issued and unissued Existing Shares of par value HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of par value HK\$1.00 each
“Subdivision”	proposed subdivision of each authorised but unissued Consolidated Share of par value of HK\$1.00 each into one hundred (100) New Shares of par value of HK\$0.01 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*In the event of any inconsistency, the English text of this circular, the SGM Notice and the accompanying proxy form shall prevail over the Chinese text.*

## EXPECTED TIMETABLE

*The expected timetable for the Capital Reorganisation is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions to the Capital Reorganisation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

Event	Date and time
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM .....	4:30 p.m. on Wednesday, 18 June 2025
Closure of register of members for determining the entitlement to attend and vote at the SGM (both dates inclusive) .....	Thursday, 19 June 2025 to Wednesday, 25 June 2025
Latest date and time for lodging the proxy form for the SGM .....	11:00 a.m. on Monday, 23 June 2025
Record date for the SGM .....	Wednesday, 25 June 2025
Date and time of the SGM .....	11:00 a.m. on Wednesday, 25 June 2025
Publication of the announcement of the poll results of the SGM .....	Wednesday, 25 June 2025
 <b>The following events are conditional upon the results of the SGM and therefore the dates are tentative only:</b>	
Effective date of the Capital Reorganisation .....	Friday, 27 June 2025
First day of free exchange of existing share certificates of Existing Shares into new share certificates for New Shares .....	Friday, 27 June 2025
Dealings in New Shares commence .....	9:00 a.m. on Friday, 27 June 2025
Original counter for trading in Shares in board lot of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Friday, 27 June 2025

## EXPECTED TIMETABLE

Temporary counter for trading in New Shares  
in temporary board lot of 1,000 New Shares  
(in the form of existing share certificates) opens . . . . 9:00 a.m. on Friday, 27 June 2025

Original counter for trading in New Shares  
in board lot of 10,000 New Shares  
(in the form of new share certificates  
for New Shares) re-opens . . . . . 9:00 a.m. on Monday, 14 July 2025

Parallel trading in the New Shares  
(in the form of existing share certificates  
and new share certificates) commences . . . . . 9:00 a.m. on Monday, 14 July 2025

Designated broker starts to stand  
in the market to provide matching services  
for sale and purchase of odd lots  
of New Shares . . . . . 9:00 a.m. on Monday, 14 July 2025

Designated broker ceases to stand in  
the market to provide matching services  
for sale and purchase of odd lots  
of New Shares . . . . . 4:00 p.m. on Friday, 01 August 2025

Temporary counter for trading in New Shares  
in temporary board lot of 1,000 New Shares  
(in the form of existing share  
certificates) closes . . . . . 4:10 p.m. on Friday, 01 August 2025

Parallel trading in New Shares  
(in the form of new share certificates  
for New Shares and existing share  
certificates) ends . . . . . 4:10 p.m. on Friday, 01 August 2025

Last day for free exchange of existing  
share certificates into new share certificates  
for New Shares . . . . . Tuesday, 05 August 2025

LETTER FROM THE BOARD

**Zhong Jia Guo Xin Holdings Company Limited**

**中加國信控股股份有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 899)**

*Executive Directors:*

Ms. Ouyang Yanling

Mr. Li Yuguo

Mr. Liu Yan Chee James

Mr. Li Xiaoming

Mr. Chan Wai Fung

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Non-executive Directors:*

Mr. Chen Dong Yao

Mr. Yang Xiaoqiang

Mr. Huang Yilin

*Principal Place of Business in Hong Kong:*

Room 2601, 26/F

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan, Hong Kong

*Independent Non-executive Directors:*

Mr. Ba Junyu

Dr. Liang Jinxiang

Mr. Wong Sung

Mr. Xu Xingge

9 June 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

References are made to the Announcements in relation to the proposed Capital Reorganisation. The purpose of this circular is to provide you with information regarding the proposed Capital Reorganisation, together with a notice convening the SGM for the purpose of considering, and if though fit, approving the resolutions to be proposed.



## LETTER FROM THE BOARD

### PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Subdivision.

#### **(1) Share Consolidation**

The Share Consolidation will involve a consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each into one (1) Consolidated Share of par value of HK\$1.00 each. As at the Latest Practicable Date, (a) the authorised share capital of the Company is HK\$2,500,000,000 divided into 25,000,000,000 Existing Shares of par value HK\$0.10 each; and (b) there are 1,313,763,360 Existing Shares of par value HK\$0.10 each in issue which are fully paid or credited as fully paid. Immediately after the Share Consolidation and assuming no further Shares will be issued or repurchased or surrendered from the Latest Practicable Date up to the effective date of the Share Consolidation, there will be 131,376,336 Consolidated Shares of par value HK\$1.00 each in issue.

#### **(2) Capital Reduction**

Immediately upon the Share Consolidation becoming effective, the Capital Reduction will involve a reduction of the par value of each issued Consolidated Share from HK\$1.00 to HK\$0.01 by (a) eliminating any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (b) cancelling HK\$0.99 of the paid-up capital of the Company on each issued Consolidated Share so that each issued New Share will be treated as one (1) fully paid-up share of par value of HK\$0.01 each in the share capital of the Company.

#### **(3) Subdivision**

Immediately following the Share Consolidation becoming effective, the Subdivision will involve each authorised but unissued Consolidated Shares be subdivided into one hundreds (100) authorised but unissued New Shares of par value HK\$0.01 each.

#### **(4) Credit Arising from the Capital Reduction**

Immediately following the Capital Reorganisation, and the credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act to then be applied by the Board in a manner as permitted by the Bye-Laws and all applicable laws of Bermuda from time to time without further authorisation from the Shareholders.

## LETTER FROM THE BOARD

Immediately following the Capital Reorganisation becoming effective, the authorised share capital of the Company will be HK\$2,500,000,000 divided into 250,000,000,000 New Shares with par value of HK\$0.01 each, of which 131,376,336 New Shares will be in issue and fully paid. The New Shares will rank pari passu in all respects with each other.

### **Conditions of the Capital Reorganisation**

The implementation of the Capital Reorganisation is conditional upon:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation and transactions contemplated thereunder;
- (ii) the Listing Committee granting approval for the listing of, and permission to deal in, the New Shares upon the Capital Reorganisation becoming effective;
- (iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda to effect the Capital Reorganisation, which includes the Directors being satisfied that on the date the Capital Reorganisation is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due;
- (iv) the compliance with the relevant procedures and requirements under the Bye-laws, the laws of Bermuda and the Listing Rules to effect the Capital Reorganisation; and
- (v) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Subject to the fulfilment of the above conditions, the Capital Reorganisation is expected to become effective on Friday, 27 June 2025, being the second Business Day immediately following the date of the SGM. As at the Latest Practicable Date, none of the above conditions had been fulfilled.

### **Application for the listing of the New Shares**

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reorganisation becoming effective.

## LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares, the equity or debt securities are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Effects of the Capital Reorganisation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,500,000,000 divided into 25,000,000,000 Existing Shares of par value of HK\$0.10 each, of which 1,313,763,360 Existing Shares have been issued and are fully paid or credited as fully paid and 23,686,236,640 Existing Shares remain unissued.

Assuming that no further Existing Shares are allotted, issued or repurchased from the Latest Practicable Date up to and including the effective date of the Capital Reorganisation, immediately upon the Capital Reorganisation becoming effective, the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000 New Shares of par value of HK\$0.01 each, of which 131,376,336 New Shares will be in issue and fully paid or credited as fully paid.

## LETTER FROM THE BOARD

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to and including the date on which the Capital Reorganisation becomes effective, the share capital structure of the Company will be summarised as follows:

	<b>As at the Latest Practicable Date</b>	<b>Immediately upon Capital Reorganisation becoming effective</b>
<b>Par value</b>	HK\$0.10 per Existing Share	HK\$0.01 per New Share
<b>Authorised share capital</b>		
Amount of authorised share capital	HK\$2,500,000,000.00	HK\$2,500,000,000.00
Number of authorised shares	25,000,000,000 Existing Shares	250,000,000,000 New Shares
<b>Issued share capital</b>		
Amount of issued share capital	HK\$131,376,336.00	HK\$1,313,763.36
Number of issued shares	1,313,763,360 Existing Shares	131,376,336 New Shares
<b>Unissued share capital</b>		
Amount of unissued share capital	HK\$2,368,623,664.00	HK\$2,498,686,236.64
Number of unissued shares	23,686,236,640 Existing Shares	249,868,623,664 New Shares

As at the Latest Practicable Date, 1,313,763,360 Existing Shares are issued and fully paid or credited as fully paid. Immediately upon the Share Consolidation becoming effective, the Capital Reduction will involve a reduction of the par value of each issued Consolidated Share from HK\$1.00 to HK\$0.01 by (a) eliminating any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (b) cancelling the paid-up share capital to the extent of HK\$0.99 per issued Consolidated Share by way of a reduction of capital, the Company's existing issued share capital of HK\$131,376,336.00 will be reduced by HK\$130,062,572.64 to HK\$1,313,763.36, and the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000 New Shares with par value of HK\$0.01 each.

## LETTER FROM THE BOARD

Reference is made to the announcement published by the Company on 20 May 2025, in relation to placing up to 262,752,672 Existing Shares, assuming 262,752,672 Existing Shares are fully placed, 1,576,516,032 Existing Shares are in issued and fully paid for, and 157,651,603 Consolidated Shares immediately upon the Share Consolidation becoming effective.

A credit will arise as a result of the Capital Reduction. It is proposed that the credit arising in the accounts of the Company from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act, which will be used in any manner by the Board as permitted under the applicable laws and the Bye-laws. On the assumption that there is no change in the issued share capital prior to the Capital Reorganisation becoming effective, the Company will have 131,376,336 New Shares in issue and a credit of approximately HK\$130,062,572.64 arising from the Capital Reduction will be transferred to the contributed surplus account of the Company.

### **Status of the New Shares**

Upon the Capital Reorganisation becoming effective, the New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid in accordance with the Company's memorandum of association and the Bye-laws.

Other than the relevant expenses, including but not limited to professional fees and printing charges to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Group or the proportionate interests or rights of the Shareholders. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### **Adjustments in relation to Other Securities of The Company**

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares or New Shares.

## LETTER FROM THE BOARD

### OTHER ARRANGEMENTS

#### **Free exchange of share certificate(s) for the New Shares**

Subject to the Capital Reorganisation becoming effective, which is expected to be on Friday, 27 June 2025, being the second Business Day immediately after the date of the SGM, the Shareholders may, during the period from Friday, 27 June 2025 to Tuesday, 05 August 2025 (both dates inclusive), submit their existing share certificate(s) for the Existing Shares in light blue colour to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours to exchange for new share certificate(s) for the New Shares in Purple colour at the expense of the Company. Thereafter, share certificate(s) for the Existing Shares will be accepted for exchange only upon payment of a fee of HK\$2.50 (or such other amount as may be specified by the Stock Exchange from time to time) for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificate(s) cancelled or issued is higher. The existing share certificate(s) will only be valid for delivery, trading, settlement and registration purposes for the period up to 4:10 p.m. on Friday, 01 August 2025 and thereafter will not be accepted for delivery, trading, settlement and registration purposes. However, the existing share certificate(s) will continue to be good evidence of title to the New Shares on the basis of every ten (10) Existing Shares for one (1) New Share. The new share certificate(s) for the New Shares will be issued in Purple colour in order to distinguish them from the share certificate(s) for the Existing Shares which are in light blue colour.

#### **Arrangement on odd lots trading**

In order to facilitate the trading of odd lots of the New Shares arising from the Capital Reorganisation, the Company has appointed Pinestone Securities Limited to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares, during the period from 9:00 a.m. on Monday, 14 July 2025 to 4:00 p.m. on Friday, 01 August 2025 (both dates inclusive). Shareholders who wish to take advantage of these services should contact Mr. Wilson Lee at (852) 3728 0818 during office hours of such period.

**Holders of odd lots of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is on best effort basis and is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.**

## LETTER FROM THE BOARD

### Entitlement of Fractional New Shares

Fractional New Shares (if any) will be disregarded and will not be issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder. Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

### REASONS FOR THE CAPITAL REORGANISATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the share approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the listed issuer to either change the trading method or to proceed with a consolidation or splitting of the Existing Shares. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and last updated in September 2024) has further stated that (i) market price of the share at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

In view of the recent trading price of the Shares at the value per board lot being substantially less than HK\$2,000, the Board considers that the Capital Reorganisation will increase the board lot value of the Existing Shares, thereby enabling the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the New Shares and an increase in the net asset value per Share, the Board believes that the Capital Reorganisation will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of prospective investors, and therefore further broaden the Shareholders’ base of the Company including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. It is also expected that the liquidity in trading of the New Shares will increase accordingly.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, reference is made to the announcement published by the Company on 20 May 2025, in relation to placing up to 262,752,672 Existing Shares. Save as aforesaid, as at the Latest Practicable Date, the Company has no concrete plans to carry out other corporate actions or conduct any equity fundraising which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation in the next 12 months. However, the Directors will not rule out the possibility of any fundraising activities they may consider when it is reasonably necessary for the Group to raise fund to meet its operational needs or for future development of the Group. The Directors will carefully consider the likely impact on the Shareholders before they proceed on any fundraising exercises and the Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not, by itself, alter the underlying assets, business operation, management or financial position of the Group or the proportionate interests or rights of the Shareholders. Accordingly, the Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company.

In view of the above, the Board considers that the Capital Reorganisation is fair and reasonable and beneficial to and in the interests of the Company and the Shareholders as a whole.

### THE SGM

The SGM Notice which contains, inter alia, a resolution to approve the Capital Reorganisation is set out on pages SGM-1 to SGM-4 of this circular. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the SGM.

In order to be eligible to attend and vote at the SGM, all unregistered holders of the Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 June 2025.



## LETTER FROM THE BOARD

A proxy form is enclosed herewith for use at the SGM. Whether or not you are able to attend the SGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the SGM (i.e., at or before 11:00 a.m. on Monday, 23 June 2025) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from subsequently attending and voting at the SGM or any adjourned meeting (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the SGM will put the resolution set out in the SGM Notice to be voted by way of poll pursuant to Bye-law 72 of the Bye-laws. An announcement on the poll results will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Board believes that the Capital Reorganisation set out in this circular and the SGM Notice are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution set out in the SGM Notice.

Yours faithfully,

By Order of the Board

**Zhong Jia Guo Xin Holdings Company Limited**

**Ouyang Yanling**

*Chairman*

# Zhong Jia Guo Xin Holdings Company Limited

## 中加國信控股股份有限公司

*(incorporated in Bermuda with limited liability)*

(Stock Code: 899)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”) will be held at Room 2601, 26/F West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Wednesday, 25 June 2025 for the following purposes:

### SPECIAL RESOLUTION

1. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT**, subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the New Shares (as defined below) upon the Capital Reorganisation (as defined below) becoming effective; (ii) the compliance by the Company with the requirement of Section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”); (iii) the compliance with the relevant procedures and requirements under the bye-laws of the Company (the “**Bye-laws**”) and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Capital Reorganisation; and (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation, with effect from the second business day immediately following the passing of this resolution or the above conditions are fulfilled (whichever is later):

- (a) every ten (10) issued existing shares in the issued and unissued share capital of the Company of par value of HK\$0.10 each be consolidated into one (1) consolidated share (the “**Consolidated Share(s)**”) of par value of HK\$1.00 each (the “**Share Consolidation**”);

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- (b) immediately upon the Share Consolidation becoming effective, the issued share capital of the Company be reduced from an amount of HK\$131,376,336.00 by an amount of HK\$130,062,572.64 to an amount of HK\$1,313,763.36 by (i) an elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (ii) a cancellation of HK\$0.99 of the paid-up capital of the Company on each issued Consolidated Share so that each issued Consolidated Share will be treated as one (1) fully paid-up share of par value of HK\$0.01 each (the “**New Share(s)**”) in the share capital of the Company (the “**Capital Reduction**”);
- (c) subject to and forthwith upon the Share Consolidation becoming effective, each of the then authorised but unissued Consolidated Shares be sub-divided into one hundreds (100) New Shares (the “**Sub-division**”, together with the Capital Reduction and the Share Consolidation are collectively referred to as the “**Capital Reorganisation**”);
- (d) immediately following the Capital Reduction becoming effective, the entire amount of HK\$130,062,572.64 arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda to then be applied by the board of directors of the Company (the “**Directors**”) in a manner as permitted by the bye-laws of the Company and all applicable laws of Bermuda without further authorisation from the shareholders of the Company;
- (e) immediately following the Capital Reorganisation becoming effective, the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000 shares with par value of HK\$0.01 each;
- (f) the New Share with par value of HK\$0.01 each arising from the Capital Reorganisation shall rank pari passu in all respects with each other and have such rights and be subject to such restrictions as set out in the memorandum of association of the Company and the Bye-laws; and

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- (g) any one Director of the Company be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she may consider necessary, desirable or expedient to give effect to the Capital Reorganisation.”

By Order of the Board  
**Zhong Jia Guo Xin Holdings Company Limited**  
**Ouyang Yanling**  
*Chairman*

Hong Kong, 9 June 2025

*Principal Place of Business in Hong Kong:*  
Room 2601, 26/F  
West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan, Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is(are) entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

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3. In order to be valid, you are requested to deliver the signed proxy form and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Bye-laws of the Company, to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
4. Delivery of a proxy form shall not preclude a member of the Company from subsequently attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be attending the Meeting or by proxy, that one of the said persons so attend whose name stands first on the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.
6. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 June 2025.
7. In case of Typhoon Signal no. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” caused by a super typhoon announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 6:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the websites of the Company and The Stock Exchange of Hong Kong Limited to notify shareholders of the date, time and place of the adjourned meeting.
8. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

*As at the date of this notice, the Board of Directors of the Company comprises five executive directors, Ms. Ouyang Yanling, Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Li Xiaoming and Mr. Chan Wai Fung; three non-executive directors, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and four independent non-executive directors, Mr. Ba Junyu, Dr. Liang Jinxiang, Mr. Wong Sung and Mr. Xu Xingge.*