NOTICE OF
ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Zixin Group Holdings Limited (the "**Company**") will be held at YMCA @ One Orchard, Tan Chin Tuan Room Level 4, 1 Orchard Road, Singapore 238824 on 31 July 2026 at 11.00 a.m. (Singapore Time) to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions for the following purposes:

Inter-conditionality of the Resolutions

(1) The passing of Resolution 9 is conditional upon the passing of Resolution 8, such that if Resolution 8 is not passed, Resolution 9 will not be passed.

(2) The passing of Resolution 10 is conditional upon the passing of Resolution 8 and Resolution 9, such that if either Resolution 8 or Resolution 9 is not passed, Resolution 10 will not be passed.

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Auditors' Report thereon. ***Resolution 1***

2. To re-elect Mr Liang Chengwang as a Director pursuant to Regulation 99 of the Company's Constitution. ***Resolution 2***

   [See Explanatory Note (i)]

3. To re-elect Mr Ng Poh Khoon as a Director pursuant to Regulation 99 of the Company's Constitution. ***Resolution 3***

   [See Explanatory Note (ii)]

4. To re-elect Mr Zou Qige as a Director pursuant to Regulation 100 of the Company's Constitution. ***Resolution 4***

   [See Explanatory Note (iii)]

5. To approve the payment of Directors' Fees of up to S$110,000 for the financial year ending 31 March 2027, payable half-yearly in arrears (FY2026: S$110,000). ***Resolution 5***

6. To re-appoint RT LLP as auditors of the Company and to authorise the Directors of the Company to fix their remuneration. ***Resolution 6***

7. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. **Authority to allot and issue shares** ***Resolution 7***

   "That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and subject to Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be authorised and empowered to:

   (a) (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise);

(ii) 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

(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided always that:

(i) the aggregate number of Shares (including Shares to be issued in pursuance to Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b)(ii) below), of which the aggregate number of Shares (including Shares to be issued in pursuance to Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 50% of the issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b)(ii) below);

(ii) (subject to such calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (b)(i) above, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury shares shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, 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 this Resolution, 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;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (iv)]

9. **PROPOSED ADOPTION OF THE ZIXIN PERFORMANCE SHARE PLAN 2026 ("PSP 2026") AND THE AUTHORITY TO ISSUE AND ALLOT SHARES UNDER THE PSP 2026** ***Resolution 8***

"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 2026, the details and rules of which are set out in Annex A to the Letter to Shareholders, the adoption of the PSP 2026 for a period of ten (10) years from the date on which this Resolution 8 is passed be and is hereby approved;

(b) the Directors be and are hereby authorised to (i) establish and administer the PSP 2026; and (ii) to modify and/or alter the PSP 2026 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of PSP 2026, 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 2026; and

(c) the Directors be and are hereby authorised to offer and grant awards ("**Awards**") in accordance with the provisions of the PSP 2026 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 2026, provided always that the aggregate number of Shares to be issued and/or transferred pursuant to the PSP 2026, 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 (v), (vi) and (vii)]

10. **PROPOSED PARTICIPATION BY LIANG CHENGWANG, THE EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND A CONTROLLING SHAREHOLDER, IN THE PSP 2026** ***Resolution 9***

"Subject to and contingent upon the passing of Resolution 8, 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 2026."

[See Explanatory Note (vii)]

11. **PROPOSED GRANT OF AWARD OF 23,000,000 NEW SHARES TO LIANG CHENGWANG UNDER THE PSP 2026** ***Resolution 10***

"Subject to and contingent upon the passing of Resolution 8 and Resolution 9:

(a) the proposed grant of award of 23,000,000 new Shares to Liang Chengwang under the PSP 2026 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 10, 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 (vii)]

By Order of the Board

Lim Kok Meng
Company Secretary
Singapore, 16 July 2026

NOTICE OF
ANNUAL GENERAL MEETING

EXPLANATORY NOTES ON THE ORDINARY AND SPECIAL BUSINESSES TO BE TRANSACTED:

(i) Mr Liang Chengwang ("**Mr Liang**") will, upon re-election, remain as the Executive Chairman and Chief Executive Officer of the Company.

(ii) Mr Ng Poh Khoon ("**Mr Ng**") will, upon re-election, remain as a Non-Executive and Independent Director of the Company, the Chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee. The Board considers Mr Ng to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(iii) Mr Zou Qige ("**Mr Zou**") will, upon re-election, remain as a Non-Executive and Independent Director of the Company, the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee. The Board considers Mr Zou to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(iv) Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to Shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when the resolution is passed and any subsequent consolidation or subdivision of shares.

(v) All Shareholders that are eligible to participate in the PSP 2026 shall abstain, and shall procure their associates to abstain, from voting in respect of Resolution 8, Resolution 9 and Resolution 10 and will also decline to accept nomination as proxy or otherwise vote at the AGM in respect of Resolution 8, Resolution 9 and Resolution 10 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 2026 and who are also Shareholders, shall abstain from voting in respect of Resolution 8, Resolution 9 and Resolution 10 and will also decline to accept nomination as proxy or otherwise vote at the AGM in respect of Resolution 8, Resolution 9 and Resolution 10 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 AGM in respect of Resolution 8, Resolution 9 and Resolution 10 by all Shareholders who are eligible to participate in the PSP 2026.

(vi) Resolution 8, if passed, will empower the Directors to (i) establish and administer the PSP 2026, (ii) modify and/or alter the PSP 2026 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of PSP 2026, 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 2026, and (iii) allot and issue Shares pursuant to the vesting of Awards under the PSP 2026, provided that the aggregate number of Shares to be issued and/or transferred pursuant to the PSP 2026, 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.

(vii) Liang Chengwang shall abstain, and shall procure that his associates abstain, from voting at the AGM on Resolution 8, Resolution 9 and Resolution 10, and shall also refrain from accepting nomination as proxy or otherwise vote at the AGM in respect of Resolution 8, Resolution 9 and Resolution 10 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 AGM in respect of Resolution 8, Resolution 9 and Resolution 10 by Liang Chengwang and his associates.

NOTICE OF
ANNUAL GENERAL MEETING

Notes:

1. **Participation:**

   (a) The AGM is being convened and will be held in a wholly physical format at YMCA @ One Orchard, Tan Chin Tuan Room Level 4, 1 Orchard Road, Singapore 238824 on 31 July 2026 at 11.00 a.m. (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 AGM if they are feeling unwell.

   (c) All members may, prior to the AGM, submit questions relating to the business of the AGM no later than 11.00 a.m. (Singapore Time) on 24 July 2026, being not less than 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; (iii) shareholders' NRIC/Passport No./Company Registration No.; and (iv) the manner in which the shareholder holds shares in the Company, for verification purposes.

   (e) The Company will endeavour to address questions on SGXNET which are substantial and relevant before market opens on 27 July 2026 (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 AGM. The Company's responses to questions addressed during the AGM, or follow up questions on substantial and relevant questions received prior to the AGM will be published on the SGXNet and the Company's corporate website, together with the minutes of the AGM within one (1) month after the date of the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently 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 AGM 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 AGM. 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) proxies to speak, attend and vote at the AGM, 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 AGM. 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(es) 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 11.00 a.m. (Singapore Time) on 29 July 2026, being not less than 48 hours before the time set for the AGM, 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 AGM should approach their respective SRS operators to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 21 July 2026), SRS Investors should contact their respective SRS operators for any queries they may have with regard to the appointment of proxy for the AGM.

(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 AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

3. **Despatch of Documents**: All documents (including the Annual Report, the letter to shareholders appended to the Annual Report (the "**Letter to Shareholders**"), Proxy Form, this Notice of AGM, and the Request Form) or information relating to the business of the AGM have been or will be published on SGXNET and the Company's website at https://www.zixingroup.com.sg/. Please note that printed copies of this Notice of AGM, Proxy Form and the Request Form will be despatched to members, whereas printed copies of the Annual Report and the Letter to Shareholders 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 AGM and/or any adjournment thereof, or by attending the AGM, 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 AGM 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.