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RUIXIN INTERNATIONAL HOLDINGS LIMITED

瑞鑫國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

**REVISED EXPECTED TIMETABLE
AND
DELAY IN DESPATCH OF CIRCULAR IN RELATION
TO THE CAPITAL REORGANISATION AND
PROPOSED ALTERATION OF TERMS OF
CONVERTIBLE NOTES**

References is made to the announcement of the Company dated 11 August 2022 in relation to, among other things, the Capital Reorganisation and the Alteration of Terms (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

DELAY IN DESPATCH OF CIRCULAR

As set out in the Announcement, the circular (the “**Circular**”) containing, among other things, (i) details of the Capital Reorganisation and the Deed of Further Variation 2022; (ii) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders on the Deed of Further Variation 2022 and the transactions contemplated thereunder; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Deed of Further Variation 2022 and the transactions contemplated thereunder; and (iv) the notice of the SGM, was expected to be despatched to the Shareholders on or before Monday, 29 August 2022. As additional time is required for the Company to prepare and finalise the information to be contained in the Circular, the despatch of the Circular is expected to be postponed to a date on or before Friday, 16 September 2022.

REVISED EXPECTED TIMETABLE

In view of the above, the Company announces that the revised expected timetable (the “**Revised Expected Timetable**”) for the Capital Reorganisation and the Alteration of Terms are as follows:

Event	Expected time and date
Despatch date of circular with notice of the SGM.	Friday, 16 September 2022
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM.	4:30 p.m. on Friday, 30 September 2022
Closure of register of members for the entitlement to attend and vote at the SGM (both dates inclusive)	Monday, 3 October 2022 to Monday, 10 October 2022
Latest date and time for lodging the proxy forms for the SGM	11:00 a.m. on Saturday, 8 October 2022
Date and time of the SGM	11:00 a.m. on Monday, 10 October 2022
Publication of announcement of poll results of the SGM.	Monday, 10 October 2022
The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation	
Effective date of the Capital Reorganisation	Wednesday, 12 October 2022
First day of free exchange of existing share certificates for new share certificates for New Shares	Wednesday, 12 October 2022
Dealing in New Shares commences.	9:00 a.m. on Wednesday, 12 October 2022
Original counter for trading in Shares in board lots of 10,000 Shares temporarily closes	9:00 a.m. on Wednesday, 12 October 2022

Temporary counter for trading in New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) opens 9:00 a.m. on Wednesday, 12 October 2022

Effective date of the Alteration of Terms (subject to fulfilment of the Conditions Precedent) Thursday, 13 October 2022

Original counter for trading in New Shares in board lots of 10,000 New Shares (in the form of new share certificates for New Shares) re-opens 9:00 a.m. on Wednesday, 26 October 2022

Parallel trading in the New Shares (in the form of existing share certificates and new share certificates) commences 9:00 a.m. on Wednesday, 26 October 2022

Designated broker starts to stand in the market to provide matching services for odd lots of New Shares 9:00 a.m. on Wednesday, 26 October 2022

Designated broker ceases to stand in the market to provide matching services for odd lots of New Shares 4:00 p.m. on Tuesday, 15 November 2022

Temporary counter for trading New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) closes. 4:10 p.m. on Tuesday, 15 November 2022

Parallel trading in the New Shares (in the form of existing share certificates and new share certificates) ends. 4:10 p.m. on Tuesday, 15 November 2022

Last day for free exchange of existing share certificates for new share certificates for the New Shares 4:30 p.m. on Thursday, 17 November 2022

The Revised Expected Timetable for the Capital Reorganisation and the Alteration of Terms set out above is for indicative purposes only and has been prepared on the assumption that all the conditions of the Capital Reorganisation and the Alteration of Terms will be fulfilled. All times and dates in this announcement refer to Hong Kong local times and dates. The Revised Expected Timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Shareholders should take note that the Capital Reorganisation is conditional upon satisfaction of conditions set out in the Announcement. Therefore, the Capital Reorganisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the Board of
Ruixin International Holdings Limited
Li Yang
Chairman

Hong Kong, 26 August 2022

As at the date of this announcement, the Board comprises Ms. Li Yang (Chairman), Mr. Huang Hanshui and Mr. Yang Junjie as executive Directors; and Mr. Ho Chi Fai and Mr. Zhang Jue as independent non-executive Directors.