

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



RUIXIN INTERNATIONAL HOLDINGS LIMITED

瑞鑫國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Ruixin International Holdings Limited (the “**Company**”) will be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 7 November 2022 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the deed of further variation dated 11 August 2022 (the “**Deed of Further Variation 2022**”) entered into between the Company and Mr. Li Weimin (the “**Noteholder**”), in relation to the proposed alteration of certain terms and conditions of the outstanding zero coupon convertible notes (as amended by the deed of variation dated 14 November 2014, the deed of further variation dated 14 December 2016 and the deed of further variation dated 12 November 2018) in the aggregate principal amount of HK\$158,400,000 due on 31 January 2022 (the “**Convertible Notes**”) (details relating to the Deed of Further Variation 2022 are set out in the circular of the Company dated 14 October 2022 (the “**Circular**”) and a copy of the Deed of Further Variation 2022 has been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification) be and is hereby approved, confirmed and ratified;

- (b) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) consenting to the alteration to the terms and conditions of the Convertible Notes and the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company that may be issued pursuant to the alteration of the terms and conditions of the Convertible Notes (the “**Conversion Shares**” and each a “**Conversion Share**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue and otherwise deal with the Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the outstanding Convertible Notes in the principal amount of HK\$158,400,000 at the conversion price of HK\$1.00 per Conversion Share in accordance with the terms and conditions of the Convertible Notes as varied by the Deed of Further Variation 2022, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on Monday, 27 June 2022, and to do all such things and acts and execute all such documents in connection with the issue and allotment of the Conversion Shares; and
- (c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Deed of Further Variation 2022 and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company.”

SPECIAL RESOLUTIONS

2. “THAT:

subject to and conditional upon (i) the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited the listing of, and permission to deal in, the New Shares (as defined below); (ii) compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed or the fulfilment of the conditions set out in the section headed “Conditions of the Capital Reorganisation” in the Circular (whichever is later):

- (a) every ten (10) existing issued and unissued ordinary shares with a par value of HK\$0.20 each (each an “**Existing Share**”) in the share capital of the Company be consolidated into one (1) consolidated share with a par value of HK\$2.00 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) immediately following the Share Consolidation, the par value of each issued Consolidated Share be reduced from HK\$2.00 to HK\$0.10 by cancelling the paid-up capital of the Company to the extent of HK\$1.90 on each issued Consolidated Share and any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation be cancelled (the “**Capital Reduction**”);
- (c) immediately following the Capital Reduction, each authorised but unissued Consolidated Share with a par value of HK\$2.00 be subdivided into twenty (20) new shares (the “**New Share(s)**”) of the Company with a par value of HK\$0.10 each (the “**Share Subdivision**”, and together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (d) all the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company for use by the board of directors of the Company (the “**Directors**”) in any manner permitted by the Companies Act 1981 of Bermuda and the bye-laws of the Company;

- (e) all fractional entitlements to the New Shares resulting from the Capital Reorganisation be disregarded and will not be issued to the holders of the same but all such fractional New Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit for the Company in such manner on such terms as the Directors may think fit; and
 - (f) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, including under common seal of the Company or otherwise as may be considered necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Capital Reorganisation and/or the matters contemplated herein.”
3. “**THAT** subject to and conditional upon the Capital Reorganisation referred to in resolution no. 2 above becoming effective:
- (a) the proposed amendments to the memorandum of association and bye-laws of the Company (the “**Memorandum of Association and Bye-Laws**”) set out in the Appendix II to the Circular are hereby approved and the amended and restated Memorandum of Association and Bye-Laws (a copy of which has been produced to the SGM and marked “**B**” and initialed by the chairman of the SGM for the purpose of identification) be and is hereby adopted as the new memorandum of association and bye-laws of the Company; and
 - (b) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the amendments to the Memorandum of Association and Bye-Laws and/or the matters contemplated herein.”

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

Hong Kong, 14 October 2022

Notes:

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with (if required by the board of directors of the Company) the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. The record date for determining the entitlement of the holders of shares of the Company to attend and vote at this meeting will be Monday, 7 November 2022. The Company's register of members will be closed from Tuesday, 1 November 2022 to Monday, 7 November 2022 (both dates inclusive). All transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 31 October 2022.
4. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. on Monday, 7 November 2022, this meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. This meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend this meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

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.