

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)

ENTERING INTO OF STRATEGIC COOPERATION FRAMEWORK AGREEMENT

This announcement is made by Ruixin International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 18 October 2018 (after trading hours), Ruixin Universal Limited (“**Ruixin Universal**”), an indirect wholly-owned subsidiary of the Company, entered into a non-legally binding strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”) with Sany International Development Limited* (三一國際發展有限公司) (“**SANY International**”), a wholly-owned subsidiary of Sany Heavy Industry Co., Ltd* (三一重工股份有限公司) (“**SANY**”) which is listed on the Shanghai Stock Exchange (stock code: 600031).

PRINCIPAL TERMS OF THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

Date: 18 October 2018

Parties: (1) Ruixin Universal
(2) SANY International

* *For identification purposes only*

Cooperation

Pursuant to the Strategic Cooperation Framework Agreement, the cooperation between Ruixin Universal and SANY International shall include, but not limited to the following:

- (a) in relation to SANY International's investment projects in Vietnam, Ruixin Universal shall be the preferred construction contractor if the terms offered by Ruixin Universal are equal to or better than those available from other parties;
- (b) in relation to investment projects in Vietnam led by Ruixin Universal where machinery and equipment are required, SANY International shall be the preferred supplier of such machinery and equipment if the terms offered by SANY International are equal to or better than those available from other parties; and
- (c) any other large-scale projects which are of interest to both SANY International and Ruixin Universal.

The parties may also consider to set up joint working teams to explore and seize investment opportunities by integrating their respective advantages, improve market competitiveness and to achieve better marketing results.

Confidentiality

The parties shall keep confidential all the technical materials and business information obtained from the execution of the Strategic Cooperation Framework Agreement or through the cooperation.

Term of the Strategic Cooperation Framework Agreement

The Strategic Cooperation Framework Agreement is effective for a term of two years unless early terminated and is extendable by mutual agreement of the parties.

Termination

The Strategic Cooperation Framework Agreement will be terminated (i) upon early termination as may be agreed in writing by the parties; or (ii) upon the expiry of the term of the Strategic Cooperation Framework Agreement without further extension.

BACKGROUND OF SANY INTERNATIONAL

SANY International is a wholly-owned subsidiary of SANY. SANY, being a listed company on the Shanghai Stock Exchange (stock code: 600031), is the largest engineering equipment manufacturer in China and the fifth largest in the world. It is principally engaged in the research and development and manufacture of major hi-tech equipment required for infrastructure construction such as construction engineering, energy engineering, environment engineering and transportation engineering with strong global sales networks and resources.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, SANY International and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules) as at the date of this announcement.

REASONS FOR THE COOPERATION

As disclosed in the Company's annual report for the year ended 31 December 2017, the Group is seeking and exploring business opportunities in Vietnam to improve the prospect of the Group. The Board considers that the entering into of the Strategic Cooperation Framework Agreement provides a valuable opportunity for the Company to leverage the expertise of SANY International, which is beneficial towards the Company's future investment plan.

The Board is of the view that the terms contemplated under the Strategic Cooperation Framework Agreement are fair and reasonable and on normal commercial terms and the entering into of the Strategic Cooperation Framework Agreement is in the interests of the Company and its shareholders as a whole.

GENERAL

The Board wishes to emphasize that the Strategic Cooperation Framework Agreement is non-legally binding and merely provides a framework of cooperation between Ruixin Universal and SANY International. The terms of cooperation contemplated under the Strategic Cooperation Framework Agreement are subject to the terms of any definitive agreements which Ruixin Universal and SANY International may subsequently enter into from time to time. As at the date of this announcement, Ruixin Universal and SANY International have not yet entered into any legally binding agreements in relation to any specific cooperation plans. Potential investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company.

The Company will issue further announcement to inform the market of any material progress, if any, as and when appropriate or in accordance with the requirements of the Listing Rules.

By order of the Board
Ruixin International Holdings Limited
Huang Hanshui
Executive Director

Hong Kong, 18 October 2018

As at the date of this announcement, the Board comprises Mr. Wang Zhaofeng (Chairman), Mr. Lam Yat Keung and Mr. Huang Hanshui as executive Directors; and Mr. Ho Chi Fai, Ms. Liu Yanfang and Mr. Zhang Jue as independent non-executive Directors.