

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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 28 DECEMBER 2018

The Board is pleased to announce that all the proposed resolutions set out in the Notice were duly passed as ordinary resolutions by the Shareholders by way of poll at the SGM held at 11:00 a.m. on 28 December 2018.

Reference is made to the circular of Ruixin International Holdings Limited (the “**Company**”) dated 11 December 2018 (the “**Circular**”) and the notice of the SGM dated 11 December 2018 (the “**Notice**”) in relation to the proposed Alteration of Terms of the Convertible Notes and the proposed Increase in Authorised Share Capital. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the proposed resolutions set out in the Notice were duly passed as ordinary resolutions by the Shareholders by way of poll at the SGM held at 11:00 a.m. on 28 December 2018.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll results in respect of all the resolutions proposed at the SGM are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)	
		FOR	AGAINST
1.	<p>(a) the Deed of Further Variation 2018 entered into between the Company and the Noteholder, in relation to the proposed alteration of certain terms and conditions of the Convertible Notes be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to 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 Conversion Shares, 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\$0.011 per Conversion Share in accordance with the terms and conditions of the Convertible Notes as varied by the Deed of Further Variation 2018, 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 11 June 2018, 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</p>	800,031,800 (92.57%)	64,260,000 (7.43%)

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)	
		FOR	AGAINST
	(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 2018 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.		
2.	<p>(a) the authorised share capital of the Company be increased from HK\$300,000,000 divided into 30,000,000,000 Shares to HK\$600,000,000 divided into 60,000,000,000 Shares by the creation of additional 30,000,000,000 new Shares which shall rank <i>pari passu</i> with the existing Shares in all respects upon allotment and issue; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which such Director considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.</p>	2,543,017,623 (97.54%)	64,260,000 (2.46%)

The full text of the above resolutions was set out in the Notice.

As at the date of the SGM, the total number of issued Shares was 13,889,198,580 Shares. Mr. Li, being the Noteholder, together with his associates, who altogether held 1,742,985,823 issued Shares, are required to abstain and had abstained from voting in respect of the resolution approving the Deed of Further Variation 2018 and the transactions contemplated thereunder at the SGM. Save as disclosed herein and to the best knowledge of the Board, no other Shareholder was required under the Listing Rules to abstain from voting at the SGM. Accordingly, there were 12,146,212,757 Shares entitling the Independent Shareholders to attend and vote on the proposed ordinary resolution for approving the Deed of Further Variation 2018 and the transactions contemplated thereunder at the SGM. There were no Shareholders who were entitled to attend the SGM but were only entitled to vote against the proposed resolutions at the SGM.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 28 December 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.