
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Ruixin International Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

**RUIXIN INTERNATIONAL HOLDINGS LIMITED****瑞鑫國際集團有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 724)****PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF THE SPECIAL GENERAL MEETING****Financial Adviser to the Company**

A notice convening a special general meeting of Ruixin International Holdings Limited to be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Wednesday, 22 May 2019 at 11:00 a.m. is set out on pages 14 to 15 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/ruixin).

Whether or not you are able to attend the special general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the special general meeting or any adjournment of the meeting if they so wish.

6 May 2019

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	5
NOTICE OF THE SPECIAL GENERAL MEETING	14

DEFINITIONS

In this circular, unless the context otherwise requires, the expressions below shall have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Ruixin International Holdings Limited (formerly known as Sino-Tech International Holdings Limited), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Convertible Notes”	the zero coupon convertible notes issued by the Company on 16 November 2009 pursuant to the terms of the sale and purchase agreement dated 13 September 2009 (details disclosed in the Company’s circular dated 19 October 2009) 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
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective

DEFINITIONS

“Existing Share Options”	the share options granted to certain eligible participants under the share option scheme of the Company adopted on 28 November 2002 (terminated on 8 June 2012) conferring the holders thereof the right to subscribe for up to 399,939,990 Existing Shares as at the Latest Practicable Date
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	Tuesday, 30 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Hong Kong branch share registrar of the Company, being Tricor Tengis Limited as at the Latest Practicable Date
“SGM”	the special general meeting of the Company to be convened and, if thought fit, approve, among other things, the Share Consolidation
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed share consolidation of every twenty (20) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the fulfilment of the conditions of the Share Consolidation and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Expected time and date
--------------	-------------------------------

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 pm on Thursday, 16 May 2019
---	----------------------------------

Closure of the register of members for the entitlement to attend and vote at the SGM	Friday, 17 May 2019 to Wednesday, 22 May 2019 (both days inclusive)
--	---

Latest date and time for lodging the proxy forms for the SGM	11:00 am on Monday, 20 May 2019
--	---------------------------------

Date and time of the SGM	11:00 am on Wednesday, 22 May 2019
------------------------------------	------------------------------------

Publication of announcement of poll results of the SGM	Wednesday, 22 May 2019
--	------------------------

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation

Effective date of the Share Consolidation	Thursday, 23 May 2019
---	-----------------------

First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares.	9:00 a.m. on Thursday, 23 May 2019
--	------------------------------------

Dealing in the Consolidated Shares commences	9:00 a.m. on Thursday, 23 May 2019
--	------------------------------------

Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 23 May 2019
---	------------------------------------

EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares
in board lots of 500 Consolidated Shares (in the form
of existing share certificates) opens. 9:00 a.m. on Thursday, 23 May 2019

Original counter for trading in the Consolidated Shares
in board lots of 10,000 Consolidated Shares
(in the form of new share certificates) re-opens. 9:00 a.m. on Thursday, 6 June 2019

Parallel trading in the Consolidated Shares
(in the form of existing share certificates
and new share certificates) commences 9:00 a.m. on Thursday, 6 June 2019

Designated broker starts to stand in the market to
provide matching services for odd lots of
Consolidated Shares 9:00 a.m. on Thursday, 6 June 2019

Temporary counter for trading in the Consolidated Shares
in board lots of 500 Consolidated Shares
(in the form of existing share certificates) closes 4:00 p.m. on Thursday, 27 June 2019

Parallel trading in the Consolidated Shares
(in the form of new share certificates and
existing share certificates) ends. 4:00 p.m. on Thursday, 27 June 2019

Designated broker ceases to stand
in the market to provide matching services
for odd lots of Consolidated Shares. 4:00 p.m. on Thursday, 27 June 2019

Last day for free exchange of existing
share certificates for new share certificates
for the Consolidated Shares. 4:30 pm on Tuesday, 2 July 2019

LETTER FROM THE BOARD



RUIXIN INTERNATIONAL HOLDINGS LIMITED

瑞鑫國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

Executive Directors:

Mr. Wang Zhaofeng (*Chairman*)

Mr. Lam Yat Keung

Mr. Huang Hanshui

Registered office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Independent non-executive Directors:

Mr. Ho Chi Fai

Ms. Liu Yanfang

Mr. Zhang Jue

Principal Place of Business:

18th Floor

Times Media Centre

133 Wan Chai Road

Hong Kong

6 May 2019

To the Shareholder(s)

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF THE SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 23 April 2019 in respect of the proposed Share Consolidation. The purpose of this circular is to provide you with details of (i) the proposed Share Consolidation and (ii) the notice of the SGM to be convened and, if thought fit, approve, among other things, the Share Consolidation.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares with a par value of HK\$0.01 each will be consolidated into one (1) Consolidated Share with a par value of HK\$0.20 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$600,000,000 divided into 60,000,000,000 Existing Shares with a par value of HK\$0.01 each, out of which 16,803,484,294 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Existing Shares from the date hereof until the effective date of the Share Consolidation, the authorised share capital of the Company shall become HK\$600,000,000 divided into 3,000,000,000 Consolidated Shares with a par value of HK\$0.20 each, of which 840,174,214 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled to.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued (including the Consolidated Shares which may fall to be allotted and issued upon exercise of each of the existing share options and the conversion rights attaching to the convertible notes) upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the laws of Bermuda (where applicable) and the Listing Rules to effect the Share Consolidation.

LETTER FROM THE BOARD

The Share Consolidation will become effective on the next Business Day immediately following the fulfilment of the above conditions.

Application for the listing of the Consolidated Shares

An application has been made by the Company to the Listing Committee for granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued (including the Consolidated Shares which may fall to be allotted and issued upon exercise of each of the existing share options and the conversion rights attaching to the convertible notes) upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Board lot size

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

Based on the closing price of HK\$0.011 per Existing Share (equivalent to the theoretical closing price of HK\$0.22 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of the Existing Shares is HK\$110 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$2,200.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares as a result of the Share Consolidation, the Company has appointed Phillip Securities (Hong Kong) Limited as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Thursday, 6 June 2019 to 4:00 p.m. on Thursday, 27 June 2019 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Aric Au or Mr. Yam, Shun Hung of Phillip Securities (Hong Kong) Limited at 11/F, United Centre, 95 Queensway, Hong Kong, or at telephone number (852) 2277 6783 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be Thursday, 23 May 2019, being the Business Day immediately following the fulfilment of the conditions set out in the section headed “Conditions of the Share Consolidation” of this circular, Shareholders may during the period from Thursday, 23 May 2019 to Tuesday, 2 July 2019 (both days inclusive), submit their existing share certificates for the Existing Shares, which are in yellow colour, to the Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong to exchange for new share certificates for the Consolidated Shares, which will be in pink colour at the expense of the Company.

LETTER FROM THE BOARD

It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 Business Days from the date of submission for the exchange. Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such other amount as may from time to time be specified by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

After 4:00 p.m. on Thursday, 27 June 2019, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

ADJUSTMENTS TO THE CONVERTIBLE NOTES AND THE EXISTING SHARE OPTIONS

Convertible Notes

As at the Latest Practicable Date, the Company has outstanding Convertible Notes in the principal amount of HK\$158,400,000 which is convertible into 14,400,000 Existing Shares at the conversion price of HK\$0.011 per Share.

Under the terms and conditions of the Convertible Notes, if and whenever there shall be an alteration to the nominal value of the Shares as a result of, among other things, consolidation, the conversion price of the Convertible Notes shall be adjusted by multiplying the conversion price in force immediately prior to such alteration by the revised nominal amount and dividing the result by the former nominal amount. Such adjustment shall be effective from the close of business in Hong Kong on the day immediately preceding the date on which the consolidation becomes effective. Based on the conversion price of HK\$0.011 per Share as at the Latest Practicable Date and assuming the Share Consolidation has become effective, the conversion price will be adjusted to HK\$0.22 per Share and the outstanding Convertible Notes in the principal amount of HK\$158,400,000 will be convertible into 720,000,000 Consolidated Shares.

Under the terms and conditions of the Convertible Notes, the adjustment to the conversion price of the convertible notes shall be certified (at the option of the Company) either by the auditors of the Company for the time being or by any approved merchant bank, which means a merchant bank of repute in Hong Kong selected by the Company for the purpose of providing a specific opinion or calculation hereunder (the “**CN Calculation Agent**”).

LETTER FROM THE BOARD

The Company will make further announcement about the adjustment to the outstanding Convertible Notes upon the Share Consolidation having become effective after appointing the CN Calculation Agent in accordance with the terms and conditions of the Convertible Notes as mentioned above in due course.

Existing Share Options

As at the Latest Practicable Date, there are Existing Share Options entitling the holders thereof to subscribe for up to an aggregate of 399,939,990 Existing Shares.

Under the conditions of the share option scheme of the Company in relation to the Existing Share Options, in the event of any alteration in the capital structure of the Company while any share options granted remain exercisable, and such event arises from, among other things, consolidation of the Shares, the Company shall appoint an independent financial adviser or its auditors (the “**SO Calculation Agent**”) to certify in writing the adjustment to the Existing Share Options, and an adjustment as so certified by the SO Calculation Agent shall be made, provided that, among other things:

- (i) any such adjustment shall give the grantee the same proportion of the issued share capital of the Company for which such grantee would have been entitled to before such adjustment;
- (ii) the aggregate subscription price payable by a grantee on the full exercise of any share options shall remain as nearly as possible the same (but shall not be greater than) as it was before such adjustment;
- (iii) no such adjustment shall be made the effect of which would be to enable any Share to be issued at less than its nominal value; and
- (iv) any such adjustment shall satisfy the requirements of the relevant provisions of the Listing Rules.

The Company will make further announcement about the adjustment to the Existing Share Options upon the Share Consolidation having become effective after appointing the SO Calculation Agent in accordance with the conditions of the share option scheme of the Company as mentioned above in due course.

LETTER FROM THE BOARD

Save for the aforesaid, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 3 July 2018 has further stated that (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01 as referred to under Rule 13.64 of the Listing Rules and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the prevailing trading price of the Existing Shares which is approaching the abovementioned threshold of extremities and the value per board lot being less than HK\$2,000, the Board proposes to implement the Share Consolidation. The proposed Share Consolidation will increase the nominal value of the Shares and reduce the number of Shares currently in issue. It is expected to bring about a corresponding upward adjustment in the trading price per Consolidated Shares on the Stock Exchange and increase the trading value of each board lot. The Board believes that the higher trading price of the Consolidated Shares will enhance the Company’s corporate image and therefore attract investors to invest in the Company which is beneficial to both the Company and the Shareholders.

Save for the relevant expenses, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests or rights of the Shareholders.

Given the foregoing, the Company considers that the proposed Share Consolidation is justifiable in light of the potential costs and to maintain compliance with the Listing Rules. Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

WARNING

Shareholders should take note that the Share Consolidation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Share Consolidation” above. Therefore, the Share Consolidation 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.

SGM

Set out on pages 14 to 15 of this circular is a notice convening the SGM to be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Wednesday, 22 May 2019 at 11:00 a.m. at which relevant resolutions will be proposed to the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, no Shareholder is interested in the Share Consolidation and will be required to abstain from voting on the resolution to approve the Share Consolidation at the SGM. Approval of the Shareholder by way of poll is proposed to be sought at the SGM in respect of the Share Consolidation.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM or any adjournment of the meeting if they so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 17 May 2019 to Wednesday, 22 May 2019 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the SGM, all properly completed transfer documents accompanied by the relevant Share certificates must be lodged with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 May 2019.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Share Consolidation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favour of the proposed ordinary resolution in relation to the Share Consolidation as set out in the notice of the SGM.

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

NOTICE OF THE SPECIAL GENERAL MEETING



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 THE 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 Wednesday, 22 May 2019 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among others, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited the listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect from the first 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 Share Consolidation” in this circular (whichever is later), every twenty (20) issued and unissued ordinary shares of a par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of a par value of HK\$0.20 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum of association and bye-laws of the Company;

NOTICE OF THE SPECIAL GENERAL MEETING

- (b) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company in such manner on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
- (c) 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 Share Consolidation.”

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

Hong Kong, 6 May 2019

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) 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 with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, 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. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment of the meeting and, in such event, the form of proxy shall be deemed to be revoked.