

**Private and confidential**

14 October 2022

18th Floor  
Times Media Centre  
133 Wan Chai Road  
Hong Kong

Dear Sirs,

**Re. Ruixin International Holdings Limited (the “Company”)**

We refer to the circular (the “**Circular**”) of the Company to the Independent Board Committee and Independent Shareholders dated 14 October 2022. Capitalised terms used in the letter have the same meaning as those defined in the Circular, unless otherwise specified.

We have been appointed as the independent financial adviser to the Independent Board Committee and the Independent Shareholders for the Connected Transaction in relation to the Proposed Alteration of Terms of Convertible Notes contemplated thereunder as described in the Circular. We would like to confirm the following:

1. We are independent from the Company pursuant to Rule 13.84 of the Listing Rules;
2. We are licensed under the Securities and Futures Ordinance (the “SFO”) in Hong Kong as a licensed corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as set out in Schedule 5 to the SFO; and
3. As at the Latest Practicable Date, we did not have any shareholding interest, either direct or indirect, in the Company or any other member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in the Company or any other member of the Group and we did not have any interest, direct or indirect, in any assets which had been since 31 December 2021 (being the date to which the latest audited financial statements of the Company were made up) acquired or disposed of by or leased to the Company or any member of the Group or were proposed to be acquired or disposed of by or leased to the Company or any member of the Group.

We hereby consent to the issue of the Circular with the inclusion of our letter to the Independent Board Committee and Independent Shareholders dated 14 October 2022 and the reference to our name and our letter in the form and context in which they respectively appear.

Yours faithfully,

For and on behalf of  
**Frontpage Capital Limited**



Chai Yee Choong  
*Director*