



# RUIXIN INTERNATIONAL HOLDINGS LIMITED

## 瑞鑫國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

### Form of Proxy for use at the Special General Meeting to be held on Monday, 7 November 2022

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of HK\$0.20 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> **THE CHAIRMAN OF THE MEETING** <sup>(Note 4)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Special General Meeting (and any adjourned meeting) of the Company to 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 purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting ("Notice") and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTION <sup>#</sup>		FOR <small>(Notes 5 and 6)</small>	AGAINST <small>(Notes 5 and 6)</small>
1.	To approve, confirm and ratify 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"), to grant the directors of the Company (the "Directors") a specific mandate (the "Specific Mandate") to allot, issue and otherwise deal with the Conversion Shares (as defined in the Notice) which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the outstanding Convertible Notes (as defined in the Notice) 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, and to authorise any one Director to do all such acts and things and sign and execute all such documents and to take all such steps to implement and/or give effect to the Deed of Further Variation 2022.		
SPECIAL RESOLUTIONS <sup>#</sup>		FOR <small>(Notes 5 and 6)</small>	AGAINST <small>(Notes 5 and 6)</small>
2.	To approve the Capital Reorganisation (as defined in the Notice).		
3.	To approve the proposed amendments to the memorandum of association and bye-laws of the Company.		

\* Please refer to the Notice for the full text of the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy together with (if required by the Board) the power of attorney, or other authority, if any, under which it is signed, or a certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding this meeting or any adjourned meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.