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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 7 NOVEMBER 2022 AND CAPITAL REORGANISATION BECOMING EFFECTIVE ON 9 NOVEMBER 2022

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by way of poll at the SGM held at 11:00 a.m. on 7 November 2022.

CAPITAL REORGANISATION BECOMING EFFECTIVE ON 9 NOVEMBER 2022

As all the conditions of the Capital Reorganisation as stated in the Circular have been fulfilled following the passing of the special resolution at the SGM, the Capital Reorganisation will become effective on Wednesday, 9 November 2022.

Reference is made to the circular of Ruixin International Holdings Limited (the “**Company**”) dated 14 October 2022 (the “**Circular**”) and the notice of the SGM dated 14 October 2022 (the “**Notice**”) in relation to the Capital Reorganisation, the Deed of Further Variation 2022 and the transactions contemplated thereunder, and the proposed amendments to the Memorandum of Association and Bye-Laws. 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 at the SGM held at 11:00 a.m. on 7 November 2022, all the proposed resolutions as set out in the Notice were duly passed by way of poll.

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

ORDINARY RESOLUTION		Number of votes cast (Percentage of total number of votes cast)	
		FOR	AGAINST
1.	To approve, confirm and ratify the Deed of Further Variation 2022 entered into between the Company and Mr. Li, to grant the Directors 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\$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.	11,130 (100%)	0 (0%)

SPECIAL RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)	
2.	To approve the Capital Reorganisation.	232,874,706 (100%)	0 (0%)
3.	To approve the proposed amendments to the memorandum of association and by-laws of the Company.	232,874,706 (100%)	0 (0%)

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 ordinary shares of the Company (the “Shares”) was 840,174,214 Shares. Mr. Li, being the Noteholder, together with his associates, who altogether held 232,863,576 issued Shares, are required to abstain and had abstained from voting in respect of the resolution approving the Deed of Further Variation 2022 and the transactions contemplated thereunder at the SGM. Save as disclosed herein and to the best knowledge of the Board, no other Shareholders were required under the Listing Rules to abstain from voting at the SGM. Accordingly, (i) there were 607,310,638 issued Shares entitling the Independent Shareholders to attend and vote on the proposed ordinary resolution for approving the Deed of Further Variation 2022 and the transactions contemplated thereunder at the SGM; and (ii) 840,174,214 issued Shares entitling the Shareholders to attend and vote on the special resolutions at the SGM. There were no issued Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the SGM as set out in Rule 13.40 of the Listing Rules. There were no Shareholders who were entitled to attend the SGM but were only entitled to vote against the proposed resolutions at the SGM. There were no parties who had stated their intention in the Circular to vote against any of the resolutions or to abstain from voting on any of the resolutions at the SGM.

As more than 50% of the votes were cast in favour of the ordinary resolution, the ordinary resolution was duly passed.

As not less than 75% of the votes were cast in favour of all the special resolutions, all the special resolutions were duly passed.

The Directors, namely Ms. Li Yang, Mr. Huang Hanshui, Mr. Yang Junjie, Mr. Ho Chi Fai, Mr. Zhang Jue and Mr. Leung Ka Tin attended the SGM.

CAPITAL REORGANISATION BECOMING EFFECTIVE ON 9 NOVEMBER 2022

As all the conditions of the Capital Reorganisation as stated in the Circular have been fulfilled following the passing of the special resolution at the SGM, the Capital Reorganisation will become effective on Wednesday, 9 November 2022.

The Capital Reorganisation and the dates in relation to the trading arrangement, arrangement of free exchange of share certificates and matching services for odd lots will be implemented in accordance with the timetable as set out in the section headed “Expected timetable” in the Circular.

Shareholders should note that upon the Capital Reorganisation becoming effective, the colour of the share certificates of the Company will be changed from pink to green.

ADJUSTMENTS TO THE CONVERTIBLE NOTES AND THE SHARE OPTIONS

As a result of the Capital Reorganisation becoming effective (but before the Alteration of Terms comes into effect) and under the terms and conditions of the Convertible Notes, the Current Conversion Price of HK\$0.22 per Share for the Outstanding Convertible Notes will be adjusted to the Adjusted Conversion Price of HK\$2.20 per New Share with effect from the close of business in Hong Kong on Tuesday, 8 November 2022, being the day immediately preceding the date on which the Capital Reorganisation becomes effective. Based on the Adjusted Conversion Price of HK\$2.20 per New Share, the Outstanding Convertible Notes in the principal amount of HK\$158,400,000 as at the date of this announcement will be convertible into 72,000,000 New Shares. Details of the adjustments to the Outstanding Convertible Notes (the “CN Adjustments”) are as follows:

	Immediately before the CN Adjustments		Immediately after the CN Adjustments	
	Current Conversion Price per Share (HK\$)	Number of Shares to be issued upon full conversion	Adjusted Conversion Price per New Share (HK\$)	Number of New Shares to be issued upon full conversion
The Outstanding Convertible Notes	0.22	720,000,000	2.20	72,000,000

Frontpage Capital Limited, the calculation agent appointed by the Company, has certified in writing that the CN Adjustments satisfy the requirements as stated in the terms and conditions of the Convertible Notes. Saved for the CN Adjustments, all other terms and conditions of the Convertible Notes shall remain unchanged before the Alteration of Terms comes into effect. Further announcement(s) will be made by the Company regarding the effective date of the Alteration of Terms as and when appropriate.

As at the date of this announcement, there are no outstanding share options. Save for the aforesaid, as at the date of this announcement, 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 Shares or New Shares, as the case may be.

By order of the Board
Ruixin International Holdings Limited
Li Yang
Chairman

Hong Kong, 7 November 2022

As at the date of this announcement, the Board comprises Ms. Li Yang (Chairman), Mr. Huang Hanshui and Mr. Yang Junjie as executive Directors; and Mr. Ho Chi Fai, Mr. Zhang Jue and Mr. Leung Ka Tin as independent non-executive Directors.