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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, 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, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Ruixin International Holdings Limited to be held at Room A, 10th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 5 June 2023 at 11:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the 2023 AGM 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](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/ruixin](http://www.irasia.com/listco/hk/ruixin)).

Whether or not you are able to attend the 2023 AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Saturday, 3 June 2023) before the time appointed for the holding of the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

28 April 2023

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## DEFINITIONS

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

“2023 AGM”	an annual general meeting of the Company to be held at Room A, 10th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 5 June 2023 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Company”	Ruixin 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;
“Current Bye-laws”	the bye-laws of the Company currently in force;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“INED(s)”	independent non-executive Director(s);
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular;
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“Nomination Committee”	the nomination committee of the Board;
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Li Yang (*Chairman*)

Mr. Huang Hanshui

Mr. Yang Junjie

*Independent Non-executive Directors:*

Mr. Ho Chi Fai

Mr. Zhang Jue

Mr. Leung Ka Tin

*Registered Office:*

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

*Principal Place of Business:*

Room A, 10th Floor

Times Media Centre

133 Wan Chai Road

Hong Kong

28 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2023 AGM for, among other matters, (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE ISSUANCE AND REPURCHASE MANDATES

At the annual general meeting of the Company held on 27 June 2022, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2023 AGM, will lapse at the conclusion of the 2023 AGM.

Ordinary resolutions will be proposed at the 2023 AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,680,348.40 (equivalent to 16,803,484 Shares) on the basis that the existing issued share capital of the Company of 84,017,421 Shares remains unchanged as at the date of the 2023 AGM) (the “**Issuance Mandate**”);
- (b) to purchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$840,174.20 (equivalent to 8,401,742 Shares) on the basis that the existing issued share capital of the Company of 84,017,421 Shares remains unchanged as at the date of the 2023 AGM) (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2023 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2023 AGM as set out on pages 19 to 23 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Current Bye-laws, Mr. Yang Junjie and Mr. Zhang Jue shall retire by rotation at the 2023 AGM and, being eligible, will offer themselves for re-election at the 2023 AGM. Pursuant to Bye-law 86(2) of the Current Bye-laws, Mr. Leung Ka Tin, who was appointed as an INED on 1 November 2022, shall hold office until the 2023 AGM and, being eligible, will offer himself for re-election at the 2023 AGM.

#### **Procedure and process for nomination of INEDs**

The Nomination Committee will recommend to the Board for the appointment of an INED in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
  - (a) diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
  - (b) commitment for responsibilities of the Board in respect of available time and relevant interest;
  - (c) qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;
  - (d) independence;
  - (e) reputation for integrity;
  - (f) potential contributions that the individual can bring to the Board; and
  - (g) plan(s) in place for the orderly succession of the Board;
- iii. The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;

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## LETTER FROM THE BOARD

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- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- vi. The Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee of the Board for consideration of the remuneration package of such selected candidate;
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the remuneration committee of the Board will make the recommendation to the Board on the policy and structure for the remuneration;
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- ix. All appointment of INEDs will be confirmed by the filing of the consent to act as Director of the relevant INED (or any other similar filings requiring the relevant INED to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

### **Recommendation of the Nomination Committee**

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the year ended 31 December 2022 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Zhang Jue and Mr. Leung Ka Tin, remain independent. In addition, the Nomination Committee had evaluated the performance of the retiring Directors for the year ended 31 December 2022 and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the 2023 AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Yang Junjie, Mr. Zhang Jue and Mr. Leung Ka Tin stand for re-election at the 2023 AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant meetings on the respective propositions of their recommendations for re-election by the Shareholders at the 2023 AGM.



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## LETTER FROM THE BOARD

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Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the Corporate Governance Report of the annual report of the Company for the year ended 31 December 2022.

#### **4. CLOSURE OF REGISTER OF MEMBERS**

In order to determine entitlements to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Wednesday, 31 May 2023 to Monday, 5 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the 2023 AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 30 May 2023.

#### **5. 2023 AGM AND PROXY ARRANGEMENT**

The notice of the 2023 AGM is set out on pages 19 to 23 of this circular. At the 2023 AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Repurchase Mandate, and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2023 AGM. An announcement on the poll vote results will be made by the Company after the 2023 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the 2023 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/ruixin](http://www.irasia.com/listco/hk/ruixin)). Whether or not you are able to attend the 2023 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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 of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Saturday, 3 June 2023) before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish and, in such event, your proxy form shall be deemed to be revoked.

### 6. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2023 AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2023 AGM.

Yours faithfully,  
By order of the Board  
**Ruixin International Holdings Limited**  
**Li Yang**  
*Chairman*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 AGM in relation to the granting of the Repurchase Mandate.*

### **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 84,017,421 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the 2023 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2023 AGM, i.e. being 84,017,421 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$840,174.20 (equivalent to 8,401,742 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the 2023 AGM.

### **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum of Association and the Current Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Li Weimin ("**Mr. Li**"), a substantial Shareholder, was interested in 23,286,357 Shares, representing approximately 27.72% of the total issued share capital of the Company. On the basis that (i) the total issued share capital of the Company (being 84,017,421 Shares) remains unchanged as at the date of the 2023 AGM; and (ii) the shareholding of Mr. Li (being 23,286,357 issued Shares) in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2023 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Mr. Li in the issued Shares would be increased to approximately 30.80% of the total issued share capital of the Company. Such increase would not give rise to an obligation on Mr. Li and parties acting in concert (as defined in the Takeovers Code) with him to make a mandatory offer under Rule 26 and 32 of the Takeovers Code. As far as the Directors are aware, no Shareholder, other than Mr. Li, held 10% or more in the issued Shares as at the Latest Practicable Date.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

**6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**7. MARKET PRICES OF SHARES**

Set out below are the highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	0.280	0.200
May	0.310	0.220
June	0.340	0.230
July	0.300	0.230
August	0.250	0.160
September	0.270	0.160
October	0.220	0.150
November	0.300	0.143
December	0.200	0.165
<b>2023</b>		
January	0.181	0.131
February	0.205	0.190
March	0.216	0.160
April (up to the Latest Practicable Date)	0.160	0.160

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the previous 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2023 AGM, are provided below.*

**(1) MR. YANG JUNJIE**

**Position and experience**

Mr. Yang Junjie (“**Mr. Yang**”), aged 46, was appointed as an executive Director on 24 June 2019. Mr. Yang graduated from the Party School of Luohe Municipal Committee of Henan Province\* (河南省漯河市委黨校) with a diploma in computer science in July 1996 and was awarded the degree of Executive Master of Business Administration at the Euro-China International Business College in July 2009. He worked as a department manager in CITIC Logistics Company Limited\* (中信物流有限公司) (“**CITIC Logistics**”) from April 1999 to January 2006. He was assigned by CITIC Logistics to serve as the deputy general manager of Ningbo Lingxin Logistics Company Limited\* (寧波菱信物流有限公司), being a company held as to 40% by CITIC Logistics, from January 2006 to December 2013. The Company indirectly held 90% of the entire equity interest in CITIC Logistics from November 2011 to December 2012. Mr. Yang was the manager of Vietex Company Limited (越南快運有限公司\*), being a company indirectly held as to 49% by Mr. Li Weimin (who is a substantial shareholder (as defined under the Listing Rules) of the Company) and his associate(s) (as defined under the Listing Rules), from April 2015 to March 2017. Mr. Yang was the legal representative and general manager of Ruixin International Engineering Vietnam Company Limited (“**RIEV**”), a subsidiary of the Company in Vietnam, from March 2017 to August 2019 and he was the chairman of RIEV from August 2019 to August 2022.

Mr. Yang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between the Company and Mr. Yang, his term of office is three years commencing from 24 June 2022. Mr. Yang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Yang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

\* For identification purpose only

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to Mr. Yang's service contract with the Group, Mr. Yang is currently entitled to receive an annual director's fee of HK\$12,000, other benefits and discretionary bonus. The above emolument of Mr. Yang is determined by the Board based on the recommendation of the remuneration committee of the Board with reference to Mr. Yang's qualifications and experience, his duties and responsibilities, prevailing market conditions and relevant remuneration benchmarks in the industry.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, as far as the Directors are aware, there is no additional information of Mr. Yang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders.



**(2) MR. ZHANG JUE****Position and experience**

Mr. Zhang Jue (“**Mr. Zhang**”), aged 37, was appointed as an INED on 20 February 2016. Mr. Zhang obtained a bachelor’s degree with a major in Financial Management from Shanghai University of Finance and Economics in 2007 and a Master’s degree of Accounting from Tsinghua University in 2015. Mr. Zhang has over 15 years of experience in various areas, including investment, financial management, market research and auditing. Mr. Zhang worked as a senior manager from December 2012 to December 2013 and as the financial controller from December 2013 to June 2014 in China New Town Development Company Limited, the shares of which is listed on the main board of the Stock Exchange (stock code: 1278). From December 2012 to June 2017, he served as a vice president in Beijing Black Eagle Fu Cheng Investment Management Co. Ltd.\* (北京黑鷹富成投資管理有限公司) and/or its related companies. Since July 2017, he served as a vice general manager of Beijing Qingkong Xinye Investment Management Co. Ltd.\* (北京青控新業投資管理有限公司). Mr. Zhang is currently an independent non-executive director of Golden Ponder Holdings Limited, the shares of which is listed on the main board of the Stock Exchange (Stock code: 1783), a director of CCL Cold Storage Logistics Co. Ltd.\* (北京中冷物流股份有限公司) and Shanghai Shaohua Culture Communication Co. Ltd.\* (上海韶華文化傳播股份有限公司), the shares of which are quoted on the National Equities Exchange and Quotations of the People’s Republic of China (stock code: 835382 and 871677, respectively).

Save as disclosed above, Mr. Zhang has not held any directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the appointment letter entered into between the Company and Mr. Zhang, his term of office is three years commencing from 20 February 2022. Mr. Zhang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Zhang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

\* For identification purpose only

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to Mr. Zhang's appointment letter with the Company, Mr. Zhang is entitled to receive an annual director's fee of HK\$90,000. The above emolument of Mr. Zhang is determined by the Board based on the recommendation of the remuneration committee of the Board with reference to Mr. Zhang's qualifications and experience, his duties and responsibilities, prevailing market conditions and relevant remuneration benchmarks in the industry.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, as far as the Directors are aware, there is no additional information of Mr. Zhang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

**(3) MR. LEUNG KA TIN****Position and experience**

Mr. Leung Ka Tin (“**Mr. Leung**”), aged 69, was appointed as an INED on 1 November 2022. Mr. Leung holds a Diploma in Management Studies, and has over 35 years of management experience in banking, treasury operation, project finance, telecommunication, corporate finance, logistics and human resources. He was a member of the senior management teams in various financial institutions, including FPB Asia Limited, Nedcor (Asia) Limited, BfG: Finance Asia Limited, and Delta Asia Financial Group, as well as of companies in the logistics and telecommunication sectors, including EAS Da Tong Group and Trident Telecom Ventures Limited. Mr. Leung’s extensive experience covers both professional management and entrepreneurship, and he has a thorough understanding of the manufacturing market. From March 2010 to February 2012, Mr. Leung worked as a Project Director for SSC Mandarin Group Limited, a corporate financial advisory firm. From January 2012 to May 2013, Mr. Leung was a consultant for Chun On Management Limited, and in September 2012 became a consultant for Galaxy Master Fund SPC. Mr. Leung worked as an independent non-executive director for a number of companies listed on the Stock Exchange: Narnia (Hong Kong) Group Company Limited (stock code: 8607) from January 2019 to September 2019; Rentian Technology Holdings Limited (stock code: 885) from May 2019 to March 2020; Evershine Group Holdings Limited (stock code: 8022) from January 2021 to March 2021; and PanAsialum Holdings Company Limited (stock code: 2078) from February 2017 to March 2023. Mr. Leung was also the executive director of National Agricultural Holdings Limited (stock code: 1236) from 4 October 2019 to 21 October 2019. Mr. Leung is currently an independent non-executive director of China Apex Group Limited (formerly known as KEE Holdings Company Limited) (stock code: 2011) since February 2016, which is listed on the Stock Exchange.

Save as disclosed above, Mr. Leung has not held any directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the appointment letter entered into between the Company and Mr. Leung, his term of office is three years commencing from 1 November 2022. Mr. Leung is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Leung does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Leung was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to Mr. Leung's appointment letter with the Company, Mr. Leung is entitled to receive an annual director's fee of HK\$90,000. The above emolument of Mr. Leung is determined by the Board based on the recommendation of the remuneration committee of the Board with reference to Mr. Leung's qualifications and experience, his duties and responsibilities, prevailing market conditions and relevant remuneration benchmarks in the industry.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, as far as the Directors are aware, there is no additional information of Mr. Leung to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE 2023 AGM

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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)**

NOTICE IS HEREBY GIVEN that an annual general meeting of Ruixin International Holdings Limited (the “**Company**”) will be held at Room A, 10th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 5 June 2023 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the report of the directors and independent auditor’s report for the year ended 31 December 2022;
2. To re-elect Mr. Yang Junjie as an executive director of the Company;
3. To re-elect Mr. Zhang Jue as an independent non-executive director of the Company;
4. To re-elect Mr. Leung Ka Tin as an independent non-executive director of the Company;
5. To authorise the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) to appoint additional Directors as and when the Board considers necessary and appropriate;
6. To authorise the Board and/or the remuneration committee of the Board to fix the respective Directors’ remuneration;
7. To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the Board to fix auditor’s remuneration;

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of options under share option scheme(s) of the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”;

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised by the Securities and Future Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”; and
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

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

Hong Kong, 28 April 2023



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*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) 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 at the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Saturday, 3 June 2023) 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.
3. The record date for determining the entitlement of the holders of shares of the Company to attend and vote at this meeting will be Monday, 5 June 2023. The Company's register of members will be closed from Wednesday, 31 May 2023 to Monday, 5 June 2023 (both days inclusive). All transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 30 May 2023.
4. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. on Monday, 5 June 2023, this meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. This meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend this meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.