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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)

- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**
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APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Ruixin International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Zhang Xiaofen (“**Ms. Zhang**”) and Mr. Zhu Lianhai (“**Mr. Zhu**”) have been appointed as the independent non-executive Directors with effect from 13 February 2026.

The biographical details of Ms. Zhang and Mr. Zhu are set out as follows:

Ms. Zhang Xiaofen, aged 41, has more than 10 years of experience in the legal profession and is currently a partner and practicing lawyer at Beijing Deheng Law Offices (北京德恒律师事务所), specializing in corporate governance, commercial litigation, and legal counsel. Ms. Zhang is also a mediator at the Belt and Road International Commercial Mediation Center and a member of the 12th Beijing Lawyers Association Corporate Law Committee. Ms. Zhang graduated from Beijing Normal University, holding a Bachelor of Laws Degree and a Master of Laws Degree in International Law, with a major in International Economic Law.

Mr. Zhu Lianhai, aged 59, has over 30 years of experience in the field of computer software development and management. Mr. Zhu is a director of Dalian Yuntong Information Technology Co., Ltd.* (大连云通信信息技术有限公司) since January 2015 and a supervisor of Dalian Tuohai Technology Co., Ltd.* (大连拓海科技有限公司) since June 2019. Mr. Zhu graduated from Harbin Institute of Shipbuilding Engineering (哈尔滨船舶工程学院)(now known as Harbin Engineering University(哈爾濱工程大學)) in 1989 with a Bachelor's degree.

Each of Ms. Zhang and Mr. Zhu has entered into appointment letter with the Company as independent non-executive Directors for a term of three years with effect from 13 February 2026 and shall retire and be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company. Each of Ms. Zhang and Mr. Zhu is entitled to the directors' fees of HK\$90,000 per annum, which was determined by the Board with reference to Ms. Zhang's and Mr. Zhu's qualifications and experience, their duties and responsibilities, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed above, as at the date of this announcement, Ms. Zhang and Mr. Zhu (i) have not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) do not hold any other positions with the Company or any other member of the Group; and (iii) do not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company nor any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of Ms. Zhang and Mr. Zhu has confirmed to the Company (a) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (b) that he/she has no past or no present financial or other interest in business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his/her independence at the time of his/her appointment. The Board also considers that each of Ms. Zhang and Mr. Zhu satisfies the independence requirements as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters concerning the appointment of Ms. Zhang and Mr. Zhu that need to be brought to the attention of the shareholders of the Company and the Stock Exchange and there is no additional information relating to Ms. Zhang and Mr. Zhu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules

The Board would like to express its warmest welcome to Ms. Zhang and Mr. Zhu for joining the Board.

UPDATE ON DIRECTOR'S INFORMATION

It has come to the attention of the Company that the biographical details of Mr. Zhang Jue ("**Mr. Zhang**"), an independent non-executive Director, has been updated as follows:

Mr. Zhang, aged 39, was appointed as an independent non-executive Director on 20 February 2016. Mr. Zhang has over 15 years of experience in various areas, including investment, financial management, market research and auditing. He is qualified as a certified public accountant under the Association of Chartered Certified Accountants (ACCA) and the Fellow of Chartered Certified Accountant (FCCA).

Prior to his appointment, 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 also served as an independent non-executive director and chairman of the audit committee of Envision Greenwise Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1783) from

January 2022 to December 2023. Mr. Zhang is currently a director of Shanghai Shaohua Culture Communication Co. Ltd.* (上海韶華文化傳播股份有限公司), the shares of which is quoted on the National Equities Exchange and Quotations of the PRC (stock code: 871677). 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.

DISSOLUTION AND DISCHARGE OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

The Board hereby announces that it has resolved to dissolve and discharge the environmental, social and governance committee (the “**ESG Committee**”) of the Board with effect from 13 February 2026. The Board considered that the functions and responsibilities of the ESG Committee had been mainly advisory for the Board's decision making. Upon dissolution of the ESG Committee, the functions of such ESG Committee will be taken over by the Board.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board hereby announces that, with effect from 13 February 2026:

- (i) following the dissolution of the ESG Committee, Ms. Li Yang has ceased to be the chairman and member of the ESG Committee;
- (ii) Ms. Zhang has been appointed as a member of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) and the investment committee (the “**Investment Committee**”) of the Board;
- (iii) Mr. Zhu has been appointed as a member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee; and
- (iv) Mr. Zhang has been appointed as the chairman of the Audit Committee.

RE-COMPLIANCE WITH THE LISTING RULES

Following the change in the composition of the Board and the Board committees, the Company has complied with (i) Rules 3.10(1) and 3.10(2) of the Listing Rules that the Board must include at least three independent non-executive directors and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; (ii) Rule 3.21 of the Listing Rules in relation to the minimum number of members and composition of the Audit Committee; and (iii) Rule 3.27A of the Listing Rules that the Nomination Committee must be chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 September 2024 and will remain suspended until the Company fulfils the resumption guidance imposed by the Stock Exchange.

The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 13 February 2026

As at the date of this announcement, the Board comprises Ms. Li Yang (Chairman) and Mr. Yang Junjie as executive Directors; and Mr. Zhang Jue, Ms. Zhang Xiaofen and Mr. Zhu Lianbai as independent non-executive Directors.

** For identification only*