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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 16 JANUARY 2017**

**AND**

### **EFFECTIVE DATE OF THE ALTERATION OF TERMS OF CONVERTIBLE NOTES**

The Board is pleased to announce that the ordinary resolution set out in the Notice was duly approved by the Independent Shareholders by way of poll at the SGM held at 11:00 a.m. on 16 January 2017.

The Board is also pleased to announce that following the passing of the ordinary resolution set out in the Notice, all the conditions precedent to the Alteration of Terms have been fulfilled. On 16 January 2017, the Alteration of Terms became effective upon the giving of the Company's written notification to the Noteholder on the fulfillment of the conditions precedent.

Reference is made to the Company's circular dated 29 December 2016 (the "**Circular**") and the notice of SGM dated 29 December 2016 (the "**Notice**") in relation to the proposed Alteration of Terms of the Convertible Notes. 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 the ordinary resolution set out in the Notice was duly approved by the Independent Shareholders by way of poll at the SGM held at 11:00 a.m. on 16 January 2017.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll results of the ordinary resolution are as follows:

ORDINARY RESOLUTION	Number of votes cast (Percentage of total number of votes cast)	
	FOR	AGAINST
To approve, confirm and ratify the Deed of Further Variation and the transactions contemplated thereunder, details of which are set out in the Notice.	1,586,857,100 (99.937%)	1,000,000 (0.063%)
As more than 50% of the votes were cast in favour of the above resolution, this resolution was duly passed as an ordinary resolution of the Company.		

As at the date of the SGM, the total number of issued Shares was 13,889,198,580 Shares. Mr. Li, being the Noteholder, together with his associates, who altogether held 1,742,985,823 issued Shares, are required to abstain and had abstained from voting at the SGM. Save as disclosed herein and to the best knowledge of the Board, no other Shareholder was required under the Listing Rules to abstain from voting at the SGM. Accordingly, there were 12,146,212,757 Shares entitling the Independent Shareholders to attend and vote on the proposed ordinary resolution at the SGM. There were no Independent Shareholders who were entitled to attend the SGM but were only entitled to vote against the proposed resolution at the SGM.

## **EFFECTIVE DATE OF THE ALTERATION OF TERMS OF CONVERTIBLE NOTES**

The Board is also pleased to announce that following the passing of the ordinary resolution set out in the Notice, all the conditions precedent to the Alteration of Terms have been fulfilled. On 16 January 2017, the Alteration of Terms became effective upon the giving of the Company's written notification to the Noteholder on the fulfillment of the conditions precedent.

By order of the Board  
**Ruixin International Holdings Limited**  
**Huang Hanshui**  
*Executive Director*

Hong Kong, 16 January 2017

*As at the date of this announcement, the Board comprises Mr. Wang Zhaofeng (Chairman), Mr. Lam Yat Keung and Mr. Huang Hanshui as executive Directors; and Mr. Ho Chi Fai, Ms. Liu Yanfang and Mr. Zhang Jue as independent non-executive Directors.*