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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 22 MAY 2019 AND SHARE CONSOLIDATION BECOMING EFFECTIVE ON 23 MAY 2019**

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the proposed resolution as set out in the Notice was duly passed as an ordinary resolution by the Shareholders by way of poll at the SGM held at 11:00 a.m. on 22 May 2019.

#### **SHARE CONSOLIDATION BECOMING EFFECTIVE ON 23 MAY 2019**

As all the conditions of the Share Consolidation as stated in the Circular have been fulfilled following the passing of the ordinary resolution at the SGM, the Share Consolidation will become effective on Thursday, 23 May 2019.

Reference is made to the circular of Ruixin International Holdings Limited (the “**Company**”) dated 6 May 2019 (the “**Circular**”) and the notice of the SGM dated 6 May 2019 (the “**Notice**”) in relation to the proposed Share Consolidation. 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 proposed resolution set out in the Notice was duly passed as an ordinary resolution by the Shareholders by way of poll at the SGM held at 11:00 a.m. on 22 May 2019.

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 in respect of the resolution proposed at the SGM are as follows:

ORDINARY RESOLUTION		Number of votes cast (Percentage of total number of votes cast)	
		FOR	AGAINST
1.	<p>(a) with effect from the first business day immediately following the date on which this resolution is passed or the fulfilment of the conditions set out in the Circular (whichever is later), every twenty (20) issued and unissued ordinary shares of a par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of a par value of HK\$0.20 each, such Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum of association and bye-laws of the Company;</p> <p>(b) all fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company in such manner on such terms as the Directors may think fit; and</p> <p>(c) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, including under common seal of the Company or otherwise as may be considered necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.</p>	<p>4,657,315,537 (99.96%)</p>	<p>2,000,000 (0.04%)</p>

The full text of the above resolution was set out in the Notice.

As at the date of the SGM, the total number of Existing Shares in issue was 16,803,484,294 Shares, the holders of which were entitled to attend and vote for or against the proposed resolution of the SGM. There were no Existing Shares entitling the holder to attend and vote only against the proposed resolution at the SGM and no Shareholders were required to abstain from voting at the SGM. There were no parties who had stated their intention in the Circular to vote against the proposed ordinary resolution or to abstain from voting on the proposed ordinary resolution at the SGM.

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

### **SHARE CONSOLIDATION BECOMING EFFECTIVE ON 23 MAY 2019**

As all the conditions of the Share Consolidation as stated in the Circular have been fulfilled following the passing of the ordinary resolution at the SGM, the Share Consolidation will become effective on Thursday, 23 May 2019.

The Share Consolidation 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 Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from yellow to pink.

## ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE EXISTING SHARE OPTIONS

As a result of the Share Consolidation, adjustments to the Existing Share Options (the “SO Adjustments”) are required under the terms and conditions of the relevant share option scheme of the Company in relation to the Existing Share Options. Details of the SO Adjustments, which will become effective on Thursday, 23 May 2019, being the date on which the Share Consolidation becomes effective, are as follows:

Date of grant	Exercise period of the Existing Share Options	Immediately before the SO Adjustments		Immediately after the SO Adjustments	
		Number of Existing Shares to be issued under the Existing Share Options	Exercise price per Existing Share (HK\$)	Adjusted number of Consolidated Shares to be issued under the Existing Share Options	Adjusted exercise price per Consolidated Share (HK\$)
6 December 2010	6 December 2010 to 5 December 2020	173,655,790	0.305	8,682,788*	6.10
30 November 2011	30 November 2011 to 29 November 2021	226,284,200	0.098	11,314,210	1.96
Total		<u>399,939,990</u>		<u>19,996,998*</u>	

Note: \* As no fractional Consolidated Shares will be issued, an aggregate of 1.5 fractional Consolidated Shares will be disregarded resulting in slightly lower number of Consolidated Shares.

Frontpage Capital Limited, the SO Calculation Agent, has certified in writing that the SO Adjustments satisfy the requirements as stated in the terms and conditions of the relevant share option scheme of the Company in relation to the Existing Share Options, and are in compliance with the requirements set out in Rule 17.03(13) of the Listing Rules and the supplementary guidelines regarding the adjustments to the share options issued by the Stock Exchange on 5 September 2005. Save for the SO Adjustments, all other terms and conditions of the Existing Share Options shall remain unchanged.

## ADJUSTMENTS TO THE CONVERSION PRICE AND NUMBER OF CONVERSION SHARES FOR THE OUTSTANDING CONVERTIBLE NOTES

As a result of the Share Consolidation and under the terms and conditions of the Convertible Notes, the conversion price will be adjusted from HK\$0.011 per Share to HK\$0.22 per Share with effect from the close of business in Hong Kong on Wednesday, 22 May 2019, being the day immediately preceding the date on which the Share Consolidation becomes effective. Based on the adjusted conversion price of HK\$0.22 per Share, the outstanding Convertible Notes in the principal amount of HK\$158.4 million as at the date of this announcement will be convertible into 720,000,000 Consolidated 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	
	Prevailing conversion price per Share (HK\$)	Number of Existing Shares to be issued upon full conversion	Adjusted conversion price per Share (HK\$)	Number of Consolidated Shares to be issued upon full conversion
The outstanding Convertible Notes	0.011	14,400,000,000	0.22	720,000,000

Frontpage Capital Limited, the CN Calculation Agent, 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.

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

Hong Kong, 22 May 2019

*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.*