



RUIXIN INTERNATIONAL HOLDINGS LIMITED

瑞鑫國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON MONDAY, 16 JANUARY 2017

I/We ^(Note 1) _____
Of _____
being the registered holder(s) of shares ^(Note 2) of _____ HK\$0.01 each in the share capital of Ruixin International Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the special general meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong at 11:00 a.m. on Monday, 16 January 2017 for the purpose of considering, and if thought fit, passing the resolution as set out in the notice convening the Meeting and indicated below:

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, confirm and ratify the Deed of Further Variation and the transactions contemplated thereunder, details of which are set out in the notice convening the Meeting.		

Dated this _____ day of _____ 2016 Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Any member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. The proxy needs not be a member of the Company but must attend the Meeting in person to represent the appointor. If you wish to appoint a proxy other than the Chairman of the Meeting, strike out the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the person desired in the spaces provided. In the case of joint holders, if more than one of such joint holders be present, personally or by proxy, one of the persons so present whose name stands first in the Register of Members in respect of the relevant joint holding shall alone be entitled to vote.
4. Please indicate with a “✓” in the space provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
5. This Form of Proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this Form of Proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned Meeting.
7. Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.
8. Any alteration made to this Form of Proxy must be initialled by the person(s) signing it.