



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 FRIDAY, 28 DECEMBER 2018

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ shares 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 on Friday, 28 December 2018 at 11:00 a.m. for the purpose of considering, and if thought fit, passing the resolutions as set out in the notice convening the Meeting (the "Notice") and indicated below:

ORDINARY RESOLUTIONS [#]		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>(a) the deed of further variation dated 12 November 2018 (the "Deed of Further Variation 2018") entered into between the Company and Mr. Li Weimin (the "Noteholder"), in relation to the proposed alteration of certain terms and conditions of the outstanding zero coupon convertible notes (as amended by the deed of variation dated 14 November 2014 and the deed of further variation dated 14 December 2016) in the aggregate principal amount of HK\$158,400,000 due on 31 January 2019 (the "Convertible Notes") be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") consenting to the alteration to the terms and conditions of the Convertible Notes and the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company that may be issued pursuant to the alteration of the terms and conditions of the Convertible Notes (the "Conversion Shares" and each a "Conversion Share"), the directors of the Company (the "Director(s)") be and are hereby granted a specific mandate (the "Specific Mandate") to allot, issue and otherwise deal with the Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the outstanding Convertible Notes in the principal amount of HK\$158,400,000 at the conversion price of HK\$0.011 per Conversion Share in accordance with the terms and conditions of the Convertible Notes as varied by the Deed of Further Variation 2018, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 11 June 2018, and to do all such things and acts and execute all such documents in connection with the issue and allotment of the Conversion Shares; and</p> <p>(c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Deed of Further Variation 2018 and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company.</p>		
2.	<p>(a) the authorised share capital of the Company be increased from HK\$300,000,000 divided into 30,000,000,000 ordinary shares of par value HK\$0.01 each (the "Share(s)") to HK\$600,000,000 divided into 60,000,000,000 Shares by the creation of additional 30,000,000,000 new Shares which shall rank <i>pari passu</i> with the existing Shares in all respects upon allotment and issue (the "Increase in Authorised Share Capital"); and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which such Director considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.</p>		

[#] Please refer to the Notice for the full text of the resolutions.

Dated this _____ day of _____, 2018.

Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him/her/it. The proxy needs not be a member of the Company but must attend the Meeting in person to represent the member. 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. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that 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. If no name is inserted, the chairman of the Meeting will act as your proxy.
- 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/her discretion.
- All resolutions will be put to vote by way of poll at the Meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her voters or case all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- 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 be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 Company's branch share registrar 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.
- Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person(s) signing it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.