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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Ruixin International Holdings Limited (the “**Company**”) will be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 16 January 2017 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the deed of further variation dated 14 December 2016 (the “**Deed of Further Variation**”) 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) in the aggregate principal amount of HK\$260,400,000 due on 31 December 2016 (the “**Convertible Notes**”) (details relating to the Deed of Further Variation are set out in the circular of the Company dated 29 December 2016 and a copy of the Deed Of Further Variation has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for the purpose of identification) be and is hereby approved, confirmed and ratified;

- (b) subject to 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 to the terms and conditions of the Convertible Notes (the “**Conversion Shares**” and each a “**Conversion Share**”), the directors of the Company (the “**Directors**”) 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\$260,400,000 at the conversion price of HK\$0.035 per Conversion Share in accordance with the terms and conditions of the Convertible Notes as varied by the Deed of Further Variation, 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 6 June 2016, 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
- (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 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.”

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

Hong Kong, 29 December 2016

Notes:

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
2. In order to be valid, a form of proxy together with (if required by the board of directors of the Company) the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

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.