

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



RUIXIN INTERNATIONAL HOLDINGS LIMITED

瑞鑫國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

PROPOSED SHARE CONSOLIDATION

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares with a par value of HK\$0.01 each will be consolidated into one (1) Consolidated Share with a par value of HK\$0.20 each.

The Share Consolidation is conditional upon, among other things, (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation and (ii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. The circular containing, among other things, further details of the Share Consolidation and the notice of the SGM is expected to be despatched to the Shareholders on or before Monday, 6 May 2019.

Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are in doubt about any of the above matters.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares with a par value of HK\$0.01 each will be consolidated into one (1) Consolidated Share with a par value of HK\$0.20 each.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$600,000,000 divided into 60,000,000,000 Existing Shares with a par value of HK\$0.01 each, out of which 16,803,484,294 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Existing Shares from the date hereof until the effective date of the Share Consolidation, the authorised share capital of the Company shall become HK\$600,000,000 divided into 3,000,000,000 Consolidated Shares with a par value of HK\$0.20 each, of which 840,174,214 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled to.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued (including the Consolidated Shares which may fall to be allotted and issued upon exercise of each of the existing share options and the conversion rights attaching to the convertible notes) upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the laws of Bermuda (where applicable) and the Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfilment of the above conditions.

Application for the listing of the Consolidated Shares

An application will be made by the Company to the Listing Committee for granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued (including the Consolidated Shares which may fall to be allotted and issued upon exercise of each of the existing share options and the conversion rights attaching to the convertible notes) upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Board lot size

The Existing Shares are currently traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

Based on the closing price of HK\$0.016 per Existing Share (equivalent to the theoretical closing price of HK\$0.32 per Consolidated Share) as at the date of this announcement, the value of each board lot of the Existing Shares is HK\$160 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$3,200.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares as a result of the Share Consolidation, the Company will appoint a securities firm to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be Thursday, 23 May 2019, being the Business Day immediately following the fulfilment of the conditions set out in the section headed “Conditions of the Share Consolidation” of this announcement, Shareholders may during the period from Thursday, 23 May 2019 to Tuesday, 2 July 2019 (both days inclusive), submit their existing share certificates for the Existing Shares, which are in yellow colour, to the Hong Kong Branch Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong to exchange for new share certificates for the Consolidated Shares, which will be in pink colour at the expense of the Company.

It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 Business Days from the date of submission for the exchange. Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such other amount as may from time to time be specified by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

After 4:00 p.m. on Thursday, 27 June 2019, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

ADJUSTMENTS TO THE CONVERTIBLE NOTES AND THE EXISTING SHARE OPTIONS

Convertible Notes

As at the date of this announcement, the Company has outstanding convertible notes in the principal amount of HK\$158,400,000 which is convertible into 14,400,000,000 Existing Shares at the conversion price of HK\$0.011 per Share. The Share Consolidation may cause adjustments to the conversion price and/or the number of Consolidated Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the convertible notes. The Directors will determine if any adjustments are required to be made in respect of the above as a result of the Share Consolidation. Further announcement(s) will be made by the Company regarding the adjustments as and when appropriate.

Existing Share Options

As at the date of this announcement, there are outstanding share options entitling the holders thereof to subscribe for up to an aggregate of 399,939,990 Existing Shares. The Share Consolidation may cause adjustments to the exercise prices of the share options. The Directors will determine if any adjustments are required to be made in respect of the above as a result of the Share Consolidation. Further announcement(s) will be made by the Company regarding the adjustments as and when appropriate.

Save for the aforesaid, as at the date of this announcement, the Company has no other outstanding options, warrants or securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 3 July 2018 has further stated that (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01 as referred to under Rule 13.64 of the Listing Rules and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the prevailing trading price of the Existing Shares which is approaching the abovementioned threshold of extremities and the value per board lot being less than HK\$2,000, the Board proposes to implement the Share Consolidation. The proposed Share Consolidation will increase the nominal value of the Shares and reduce the number of Shares currently in issue. It is expected to bring about a corresponding upward adjustment in the trading price per Consolidated Shares on the Stock Exchange and increase the trading value of each board lot to a reasonable level. The Board believes that the higher trading price of the Consolidated Shares will enhance the Company’s corporate image and therefore attract investors to invest in the Company which is beneficial to both the Company and the Shareholders.

Save for the relevant expenses, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests or rights of the Shareholders.

Given the foregoing, the Company considers the proposed Share Consolidation is justifiable in light of the potential costs and to maintain compliance with the Listing Rules. Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the fulfilment of the conditions of the Share Consolidation and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Despatch date of circular with notice of the SGM Monday, 6 May 2019

Latest date and time for lodging transfer documents
in order to qualify for attending
and voting at the SGM 4:30 p.m. on
Thursday, 16 May 2019

Closure of the register of members for the entitlement
to attend and vote at the SGM Friday, 17 May 2019
to Wednesday, 22 May 2019
(both days inclusive)

Latest date and time for
lodging the proxy forms for the SGM. 11:00 a.m. on
Monday, 20 May 2019

Date and time of the SGM 11:00 a.m. on
Wednesday, 22 May 2019

Publication of announcement of
poll results of the SGM Wednesday, 22 May 2019

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation

Effective date of the Share Consolidation Thursday, 23 May 2019

First day for free exchange of
existing share certificates
for new share certificates
for the Consolidated Shares 9:00 a.m. on
Thursday, 23 May 2019

Dealing in the Consolidated Shares commences. 9:00 a.m. on
Thursday, 23 May 2019

Original counter for trading in the Existing Shares
in board lots of 10,000 Existing Shares
(in the form of existing share certificates) temporarily closes 9:00 a.m. on
Thursday, 23 May 2019

Temporary counter for trading in the Consolidated Shares
in board lots of 500 Consolidated Shares (in the form
of existing share certificates) opens 9:00 a.m. on
Thursday, 23 May 2019

Original counter for trading in the Consolidated Shares
in board lots of 10,000 Consolidated Shares
(in the form of new share certificates) re-opens 9:00 a.m. on
Thursday, 6 June 2019

Parallel trading in the Consolidated Shares
(in the form of existing share certificates
and new share certificates) commences 9:00 a.m. on
Thursday, 6 June 2019

Designated broker starts to stand in the market to
provide matching services for odd lots of
Consolidated Shares 9:00 a.m. on
Thursday, 6 June 2019

Temporary counter for trading in the Consolidated Shares
in board lots of 500 Consolidated Shares
(in the form of existing share certificates) closes 4:00 p.m. on
Thursday, 27 June 2019

Parallel trading in the Consolidated Shares
(in the form of new share certificates and
existing share certificates) ends 4:00 p.m. on
Thursday, 27 June 2019

Designated broker ceases to stand
in the market to provide matching services
for odd lots of Consolidated Shares 4:00 p.m. on
Thursday, 27 June 2019

Last day for free exchange of existing share certificates
for new share certificates for the Consolidated Shares 4:30 p.m. on
Tuesday, 2 July 2019

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. The circular containing, among other things, further details of the Share Consolidation and the notice of the SGM is expected to be despatched to the Shareholders on or before Monday, 6 May 2019.

Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are in doubt about any of the above matters.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Ruixin International Holdings Limited (formerly known as Sino-Tech International Holdings Limited), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$0.2 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Hong Kong branch share registrar of the Company, being Tricor Tengis Limited as at the date of this announcement
“SGM”	the special general meeting of the Company to be convened and, if thought fit, approve, among other things, the Share Consolidation
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed share consolidation of every twenty (20) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 23 April 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.