**RUIXIN INTERNATIONAL HOLDINGS LIMITED**
**瑞鑫國際集團有限公司**
*(Incorporated in Bermuda with limited liability)*
**(Stock Code: 724)**

# FINAL RESULTS
# FOR THE YEAR ENDED 31 DECEMBER 2023

The board (the "Board") of directors (the "Director(s)") of Ruixin International Holdings Limited (the "Company") hereby announces the audited consolidated financial results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2023.

## RESULTS OVERVIEW

For the year ended 31 December 2023 (the "Reporting Period"), the Group reported revenue of approximately HK$74.0 million, representing a decrease of 61.6% as compared with approximately HK$192.7 million for the year ended 31 December 2022 (the "Corresponding Period").

Loss for the Reporting Period increased to approximately HK$74.9 million from approximately HK$58.2 million for the Corresponding Period. Loss attributable to owners of the Company was approximately HK$74.9 million for the Reporting Period as compared with approximately HK$58.2 million for the Corresponding Period. The increase in the loss for the Reporting Period was mainly due to, among others, the increase in the operating loss and imputed interest expenses. The increase in the operating loss for the Reporting Period was mainly due to, among others, (i) the decrease in revenue mainly due to the rapid advancement in the industry, the weakening of the worldwide economic environment, many orders were lost as the Group's products were unable to meet the new specifications of its customers; (ii) the turn from gross profit to gross loss mainly due to inventory impairment recognised for the Reporting Period; and (iii) one-off expenses in administrative costs to safeguard the disclosure of the Group's knowhow to its competitors.

The imputed interest expenses on convertible notes and shareholder loans (the "Non-cash Items") arose as a result of accounting treatment under the provisions of the applicable accounting standards and were of non-cash nature. Before the Non-cash Items, the Group made a loss of approximately HK$55.0 million for the Reporting Period, as compared with a loss of approximately HK$41.0 million for the Corresponding Period.

## FINANCIAL HIGHLIGHTS

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Revenue | **74,031** | 192,741 |
| Gross (loss)/profit | **(10,317)** | 4,885 |
| Loss for the year | **(74,915)** | (58,178) |
| Imputed interest expenses on convertible notes | **(17,502)** | (15,692) |
| Imputed interest expenses on loans from a substantial shareholder | **(2,387)** | (1,516) |
| **Loss for the year before imputed interest expenses on convertible notes and loans from a substantial shareholder** | **(55,026)** | (40,970) |

## FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the Reporting Period (2022: nil).

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

*For the year ended 31 December 2023*

| | Notes | 2023 HK$'000 | 2022 HK$'000 |
|---|---|---|---|
| Revenue | 3 | **74,031** | 192,741 |
| Cost of sales | | **(84,348)** | (187,856) |
| Gross (loss)/profit | | **(10,317)** | 4,885 |
| Other income | | **146** | 925 |
| Distribution costs | | **(12,188)** | (18,070) |
| Administrative expenses | | **(31,524)** | (27,863) |
| Impairment loss on property, plant and equipment | | **–** | (115) |
| Impairment loss on right-of-use assets | | **(990)** | (977) |
| Reversal of impairment loss on trade receivables | | **19** | 435 |
| Finance costs | 4 | **(20,061)** | (17,394) |
| Loss before taxation | | **(74,915)** | (58,174) |
| Taxation | 5 | **–** | (4) |
| Loss for the year attributable to owners of the Company | 6 | **(74,915)** | (58,178) |
| **Loss per share** | 8 | | |
| Basic and diluted *(HK cents)* | | **(89.17)** | (69.25) |

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 December 2023*

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Loss for the year | **(74,915)** | (58,178) |
| Other comprehensive income (expense) for the year | | |
| Item that may be reclassified subsequently to profit or loss: | | |
| Exchange differences arising on translation of foreign operations | **378** | (1,388) |
| **Total comprehensive expenses for the year attributable to owners of the Company** | **(74,537)** | (59,566) |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 31 December 2023*

| | Notes | 2023 HK$'000 | 2022 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Property, plant and equipment | | **92** | 16 |
| Right-of-use assets | | **–** | – |
| Rental deposits | | **–** | 144 |
| | | **92** | 160 |
| **Current assets** | | | |
| Inventories | | **84** | 8,495 |
| Trade receivables | *9* | **46** | 22,444 |
| Prepayments, deposits and other receivables | | **4,486** | 23,122 |
| Bank balances and cash | | **7,182** | 6,449 |
| | | **11,798** | 60,510 |
| **Current liabilities** | | | |
| Trade payables | *10* | **–** | 2,085 |
| Lease liabilities | | **914** | 907 |
| Other payables and accruals | | **21,075** | 18,927 |
| Loans from a substantial shareholder | | **12,921** | 23,022 |
| | | **34,910** | 44,941 |
| **Net current (liabilities) assets** | | **(23,112)** | 15,569 |
| **Total assets less current liabilities** | | **(23,020)** | 15,729 |
| **Non-current liabilities** | | | |
| Lease liabilities | | **394** | 475 |
| Loans from a substantial shareholder | | **15,891** | 2,841 |
| Convertible notes | *11* | **136,544** | 119,042 |
| | | **152,829** | 122,358 |
| | | **(175,849)** | (106,629) |
| **Capital and reserves** | | | |
| Share capital | *12* | **8,402** | 8,402 |
| Reserves | | **(184,251)** | (115,031) |
| | | **(175,849)** | (106,629) |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*For the year ended 31 December 2023*

## 1. Statement of compliance and basis of preparation

### *(a) Statement of compliance*

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs"), amendments and Interpretations ("Int(s)") (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), unless otherwise stated and have been approved for issue by the Board on 28 March 2024.

### *(b) Basis of preparation*

The Directors have given careful consideration to the going concern status of the Group in light of the fact that during the year ended 31 December 2023, the Group incurred a net loss of approximately HK$74,915,000 and had net cash outflows from operating activities of approximately HK$3,770,000. In addition, as at 31 December 2023, the Group had net current liabilities of approximately HK$23,112,000, net liabilities of approximately HK$175,849,000 and bank balances and cash of approximately HK$7,182,000, while its lease liabilities and other payables and accruals were approximately HK$914,000 and HK$21,075,000, respectively, which will be due in the coming twelve months from the end of the reporting period.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but are not limited to, the following:

*(i) Extension of the maturity of convertible notes*

As disclosed in note 11, the Group entered into a deed of further variation with the sole noteholder, Mr. Li Weimin ("Mr. Li") on 11 August 2022 that the maturity date of the outstanding convertible notes with an aggregate principal amount of HK$158,400,000 would be extended from 31 January 2022 to 31 January 2025. The alteration of terms became effective on 10 November 2022. The Group will continue to seek further extension of the maturity date of the outstanding convertible notes.

*(ii) Financing through shareholder*

During the year ended 31 December 2023, Mr. Li, a substantial shareholder (as defined in the Listing Rules) of the Company, had provided financing of a total amount of approximately HK$5,879,000 in the form of shareholder loans. Subsequent to the end of the reporting period, Mr. Li has further advanced approximately HK$1,943,000 to the Group to finance the Group's working capital. The Group will continue to seek additional financing if necessary and further extension of the shareholder loans from Mr. Li.

*(iii) Financing through capital market*

The Group is actively seeking alternative financing and planning to raise funds through capital market, such as placement of shares and/or other sources.

Taking into account the successful implementation of measures as described above, the Directors are of the opinion that the Group will have sufficient working capital to meet its cash flow requirements in the next twelve months. The Directors are satisfied that it is appropriate to prepare these consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Group is able to achieve its plans and measures as described above which have incorporated assumptions about future events and conditions that are subject to inherent uncertainties. Whether the Group will be able to continue as a going concern would depend upon the following:

(i) whether Mr. Li will provide continuous funding to the Group, as and when needed, to meet the Group's working capital, and further extend the repayment term of the shareholder loans upon maturity;

(ii) whether the Company can attract investors and raise equity funds on acceptable terms; and

(iii) whether the Group can successfully improve its operation and further control operating expenditures.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their net realisable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the consolidated financial statements of the Group for the year ended 31 December 2023.

## 2. Principal accounting policies

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

In the current year, the Group has applied, for the first time, the following new and amendments to HKFRSs and HKASs issued by the HKICPA, which are effective for the Group's financial year beginning on 1 January 2023:

| | |
|---|---|
| HKFRS 17 (including the October 2020 and February 2022 amendments to HKFRS 17) | Insurance Contracts |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies |
| Amendments to HKAS 8 | Definition of Accounting Estimates |
| Amendments to HKAS 12 | Deferred Tax Related to Assets and Liabilities arising from a Single Transaction |
| Amendments to HKAS 12 | International Tax Reform-Pillar Two Model Rules |

The application of the new and amendments to HKFRSs and HKASs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

***Amendments to HKFRSs issued but not yet effective***

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

| | |
|---|---|
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3] |
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback[1] |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[1] |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants[1] |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangements[1] |
| Amendments to HKAS 21 | Lack of Exchangeability[2] |

1 Effective for annual periods beginning on or after 1 January 2024

2 Effective for annual periods beginning on or after 1 January 2025

3 Effective for annual periods beginning on or after a date to be determined

The Directors anticipate that the application of the above amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

## 3. Revenue and segment information

Revenue represents revenue (net of discounts and sales related taxes) arising on trading of electronic and electrical parts and components and is recognised at a point in time.

Information reported to the Directors, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods delivered. As set out in the Company's annual report for the year ended 31 December 2022 (the "2022 Annual Report"), the Group is principally engaged in the manufacturing and trading of electronic and electrical parts and components. During the year ended 31 December 2021, the Group changed its mode of operation to trading of electronic and electrical parts and components. The Group's operation is attributable to a single reportable and operating segment under HKFRS 8 "Operating Segments" and no segment information is presented as the Group's resources are integrated and no discrete operating segment financial information is available.

### *(a) Geographical information*

The Group's operation is mainly located in Hong Kong and the People's Republic of China (the "PRC" or "China"). However, the external customers of the Group are located world-wide, such as Hong Kong, the PRC and Asia Pacific etc..

Information about the Group's revenue from external customers is presented based on the location of customers and information about its non-current assets is presented based on the location of assets as detailed below:

| | **Revenue from external customers** | | **Non-current assets** | |
|---|---|---|---|---|
| | **Year ended 31 December 2023** | Year ended 31 December 2022 | **As at 31 December 2023** | As at 31 December 2022 |
| | ***HK$'000*** | *HK$'000* | ***HK$'000*** | *HK$'000* |
| Hong Kong | **68,281** | 161,717 | **85** | 11 |
| Elsewhere in the PRC | **3,181** | 14,875 | **–** | – |
| Asia Pacific | **535** | 9,181 | **7** | 5 |
| Others | **2,034** | 6,968 | **–** | – |
| Total | **74,031** | 192,741 | **92** | 16 |

*Note:* Non-current assets excluded financial instruments.

### *(b) Information about major customers*

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Customer A | **67,500** | 134,534 |

## 4. Finance costs

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Imputed interest expenses on convertible notes *(Note 11)* | **17,502** | 15,692 |
| Imputed interest expenses on loans from a substantial shareholder | **2,387** | 1,516 |
| Interest expense on lease liabilities | **172** | 186 |
| | **20,061** | 17,394 |

## 5. Taxation

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Current tax: | | |
| Hong Kong Profits Tax | **–** | – |
| The PRC Enterprise Income Tax | **–** | 4 |
| | **–** | 4 |

Under the two-tiered profits tax rates regime in Hong Kong, the first HK$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. For the years ended 31 December 2023 and 2022, Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

No provision for Hong Kong Profits Tax has been made for the years ended 31 December 2023 and 2022 as the Group has no assessable profits arising in Hong Kong for both reporting periods.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the subsidiary registered in the PRC is 25% from 1 January 2008 onwards.

Under the Law of Vietnam on Corporate Income Tax (the "Vietnam Corporate Tax"), the tax rate of the subsidiary registered in Vietnam is 20% (2022: 20%). No provision for the Vietnam Corporate Tax has been made for the years ended 31 December 2023 and 2022 as the Vietnam subsidiary has no assessable profits for both reporting periods.

## 6. Loss for the year

Loss for the year has been arrived at after charging/(crediting):

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Cost of inventories recognised as expenses | **71,660** | 176,668 |
| Provision for write-down of inventories (included in cost of sales) | **12,949** | 11,188 |
| Reversal of write-down of inventories (included in cost of sales) | **(261)** | – |
| Depreciation of property, plant and equipment | **29** | 553 |
| Auditor's remuneration | **977** | 977 |
| Net exchange loss | **410** | 604 |
| Write-offs of property, plant and equipment | **–** | 6 |

## 7. Dividends

No dividend was paid or proposed for the year ended 31 December 2023, nor has any dividend been proposed since the end of the year ended 31 December 2023 (2022: nil).

## 8. Loss per share

The calculation of the basic loss per share is based on the loss for the year attributable to owners of the Company of approximately HK$74,915,000 (2022: HK$58,178,000) and the weighted average number of approximately 84,017,000 (2022: 84,017,000, as adjusted to reflect the effect of the Share Consolidation as defined in note 12(a)) ordinary shares in issue during the year ended 31 December 2023.

For the years ended 31 December 2023 and 2022, the diluted loss per share is the same as the basic loss per share.

The computation of diluted loss per share for the years ended 31 December 2023 and 2022 did not assume the conversion of the Company's outstanding convertible notes as the conversion of convertible notes would result in a decrease in loss per share.

## 9. Trade receivables

The Group allows an average credit period of 30 to 120 days (2022: 30 to 120 days) to its trade customers.

The following is an ageing analysis of trade receivables, net of impairment, presented based on the due date at the end of the reporting periods:

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Current | **46** | 22,398 |
| Overdue: | | |
| – within 3 months | **–** | 46 |
| – 4-6 months | **–** | – |
| – 7-12 months | **–** | – |
| | **46** | 22,444 |

## 10. Trade payables

The following is an ageing analysis of trade payables presented based on the due date at the end of the reporting periods:

| | **2023** | 2022 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Current | **–** | 1,762 |
| Overdue: | | |
| – within 3 months | **–** | 323 |
| | **–** | 2,085 |

## 11. Convertible notes

On 16 November 2009, the Company issued unsecured convertible notes for the partial settlement of the consideration for the acquisition of CITIC Logistics (International) Company Limited (liquidated). Details of the transaction are set out in the Company's circular dated 16 October 2009. The sole holder of the convertible notes, Mr. Li Weimin ("Mr. Li"), is a substantial shareholder of the Company.

Details of the Group's convertible notes outstanding as at 31 December 2023 and 2022 are set out below:

| | | |
|---|---|---|
| Date of issue | : | 16 November 2009 |
| Original principal amount | : | HK$950,400,000 |
| Date of modification | : | 10 November 2022 |
| Remaining principal amount | : | HK$158,400,000 |
| Coupon rate | : | Nil |
| Conversion price | : | HK$1.00 per New Share (as defined in Note 12(c)) |
| Conversion period | : | The period commencing from the date of modification of the convertible notes and ending on the maturity date |
| Collaterals | : | Nil |
| Maturity date | : | 31 January 2025 |

Subject to the occurrence of an event of default (as defined in the terms and conditions of the convertible notes), the convertible notes may be redeemed in amounts of HK$100,000 or integral multiples thereof at the option and in the absolute discretion of the Company on any business day prior to the maturity date by giving not less than seven days notice to the holder of the convertible notes.

The convertible notes contain two components, being liability and equity components. The equity component is presented in equity under the heading of convertible notes reserve. The effective interest rate of the liability component of the convertible notes is 14.38% (2022: 14.38%) per annum. The liability and equity components of the convertible notes were measured at fair values at the date of modification and the valuation was determined by an independent valuer.

On 14 November 2014, the Company and Mr. Li entered into a deed of variation, pursuant to which it was agreed that, subject to the fulfillment of conditions precedent, (i) the maturity date of the then outstanding convertible notes with an aggregate principal amount of HK$302,400,000 would be extended from 15 November 2014 to 31 December 2016; and (ii) the original conversion price of HK$0.12 per share would be adjusted to the conversion price of HK$0.035 per share. Save for the above alterations, all other terms and conditions of the then outstanding convertible notes remained unchanged. On 9 January 2015, the relevant ordinary resolution was duly passed at the special general meeting and the extension of the maturity date and the adjustment of the conversion price of the then outstanding convertible notes became effective. For details, please refer to the announcements of the Company dated 14 November 2014, 17 November 2014 and 9 January 2015, as well as the circular of the Company dated 19 December 2014 and the Company's annual report for the year ended 31 December 2015.

Convertible notes of the Company with an aggregate principal amount of HK$42,000,000 were converted into 1,199,999,998 ordinary shares of HK$0.01 each at a conversion price of HK$0.035 per share on 4 June 2015.

On 14 December 2016, the Company and Mr. Li entered into a deed of further variation, pursuant to which it was agreed that, subject to the fulfillment of conditions precedent, the maturity date of the then outstanding convertible notes with an aggregate principal amount of HK$260,400,000 would be extended from 31 December 2016 to 31 January 2019. Save for the above alteration, all other terms and conditions of the then outstanding convertible notes remained unchanged. On 16 January 2017, the relevant ordinary resolution was duly passed at the special general meeting and the extension of the maturity date of the then outstanding convertible notes became effective. For details, please refer to the announcements of the Company dated 14 December 2016 and 16 January 2017, as well as the circular of the Company dated 29 December 2016 and the Company's annual report for the year ended 31 December 2017.

On 12 November 2018, the Company and Mr. Li entered into a deed of further variation, pursuant to which it was agreed that, subject to the fulfillment of conditions precedent, (i) the maturity date of the remaining convertible notes with an aggregate principal amount of HK$158,400,000 would be extended from 31 January 2019 to 31 January 2022; and (ii) the conversion price of HK$0.035 per share would be adjusted to the conversion price of HK$0.011 per share. Save for the above alterations, all other terms and conditions of the remaining convertible notes remained unchanged. On 28 December 2018, the relevant ordinary resolution was duly passed at the special general meeting. On 31 December 2018, the extension of the maturity date and the adjustment of the conversion price of the remaining convertible notes became effective. For details, please refer to the announcements of the Company dated 12 November 2018, 28 December 2018 and 31 December 2018, as well as the circular of the Company dated 11 December 2018 and the Company's annual report for the year ended 31 December 2018.

Convertible notes of the Company with an aggregate principal amount of HK$102,000,000 were converted into 2,914,285,714 ordinary shares of HK$0.01 each at a conversion price of HK$0.035 per share on 31 December 2018.

As a result of the share consolidation in 2019 (every twenty issued and unissued ordinary shares with a par value of HK$0.01 each in the share capital of the Company were consolidated into one ordinary share with a par value of HK$0.20 each) and under the terms and conditions of the convertible notes, the conversion price of the outstanding convertible notes was adjusted from HK$0.011 per share to HK$0.22 per share with effect from the close of business in Hong Kong on 22 May 2019.

As a result of the Capital Reorganisation (as defined in Note 12(c)) in 2022 and under the terms and conditions of the convertible notes, the conversion price of the outstanding convertible notes was adjusted from HK$0.22 per share to HK$2.20 per New Share (as defined in Note 12(c)) with effect from the close of business in Hong Kong on 8 November 2022.

On 11 August 2022, the Company and Mr. Li entered into a deed of further variation, pursuant to which it was agreed that, subject to the fulfillment of conditions precedent, (i) the maturity date of the outstanding convertible notes with an aggregate principal amount of HK$158,400,000 would be extended from 31 January 2022 to 31 January 2025; and (ii) the adjusted conversion price of HK$2.20 per New Share would be further adjusted to the conversion price of HK$1.00 per New Share. On 7 November 2022, the relevant ordinary resolution was duly passed at the special general meeting. On 10 November 2022, the extension of the maturity date and the adjustment of the adjusted conversion price of the outstanding convertible notes became effective. For details, please refer to the announcements of the Company dated 11 August 2022, 7 November 2022 and 10 November 2022, as well as the circular of the Company dated 13 October 2022 and the 2022 Annual Report. Based on the conversion price of HK$1.00 per share, the outstanding convertible notes with an aggregate principal amount of HK$158,400,000 will be convertible into 158,400,000 ordinary shares of HK$0.10 each.

The extension of the maturity date and the adjustment of the adjusted conversion price resulted in the extinguishment of the financial liability of the convertible notes and related equity component and the recognition of new financial liability and equity components. The carrying values of liability component and equity component of the convertible notes immediately before modification were approximately HK$158,400,000 and HK$41,814,000 respectively. According to a valuation report issued by an independent valuer not connected with the Group, the fair values of the new liability component and equity component immediately following the modification are approximately HK$105,843,000 and HK$5,644,000 respectively. These caused an increase of approximately HK$52,557,000 in other reserve in the consolidated statement of changes in equity, a transfer of approximately HK$47,743,000 between other reserve and accumulated losses, and a transfer of a net amount of approximately HK$36,170,000 between the convertible notes reserve and accumulated losses with no profit or loss impact during the year ended 31 December 2022.

Movements of the liability and equity components of the convertible notes for the years ended 31 December 2023 and 2022 are set out below:

| | **Liability component** *HK$'000* | **Equity component** *HK$'000* | **Total** *HK$'000* |
|---|---|---|---|
| As at 1 January 2022 | 156,782 | 41,814 | 198,596 |
| Derecognition of original liability/equity component upon modification of terms of convertible notes | (158,400) | (41,814) | (200,214) |
| Recognition of new liability/equity component upon modification of terms of convertible notes | 105,843 | 5,644 | 111,487 |
| Transaction costs attributable to modification of terms of convertible notes | (875) | – | (875) |
| Imputed interest charged to the consolidated statement of profit or loss *(Note 4)* | 15,692 | – | 15,692 |
| As at 31 December 2022 and 1 January 2023 | 119,042 | 5,644 | 124,686 |
| Imputed interest charged to the consolidated statement of profit or loss *(Note 4)* | 17,502 | – | 17,502 |
| As at 31 December 2023 | 136,544 | 5,644 | 142,188 |

As at 31 December 2023, the principal amount of convertible notes remained outstanding is HK$158,400,000 (2022: HK$158,400,000).

## 12. Share capital

| | Number of shares '000 | HK$'000 |
|---|---|---|
| Authorised ordinary shares of HK$0.10 (2022: HK$0.10) each: | | |
| As at 1 January 2022 | 3,000,000 | 600,000 |
| Share consolidation *(Note a)* | (2,700,000) | – |
| Share subdivision *(Note c)* | 5,700,000 | – |
| As at 31 December 2022, 1 January 2023 and 31 December 2023 | 6,000,000 | 600,000 |
| Issued and fully paid ordinary shares of HK$0.10 (2022: HK$0.10) each: | | |
| As at 1 January 2022 | 840,174 | 168,035 |
| Share consolidation *(Note a)* | (756,157) | – |
| Capital reduction *(Note b)* | – | (159,633) |
| As at 31 December 2022, 1 January 2023 and 31 December 2023 | 84,017 | 8,402 |

*Notes:*

(a) On 7 November 2022, the relevant special resolution was duly passed at the special general meeting and every ten issued and unissued ordinary shares with a par value of HK$0.20 each in the share capital of the Company were consolidated into one ordinary share with a par value of HK$2.00 each (each a "Consolidated Share") (the "Share Consolidation") with effect from 9 November 2022.

(b) On 7 November 2022, the relevant special resolution was duly passed at the special general meeting and the par value of each issued Consolidated Share was reduced from HK$2.00 to HK0.10 by cancelling the paid-up capital of the Company to the extent of HK$1.90 on each issued Consolidated Share and any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation was cancelled (the "Capital Reduction") with effect from 9 November 2022.

(c) On 7 November 2022, the relevant special resolution was duly passed at the special general meeting and each authorised but unissued Consolidated Share with a par value of HK$2.00 was subdivided into twenty new share (the "New Share(s)") of the Company with a par value of HK$0.10 each (the "Share Subdivision", and together with the Share Consolidation and the Capital Reduction, the "Capital Reorganisation") with effect from 9 November 2022. Such New Shares rank *pari passu* in all respects with each other.

## 13. Contingent liability

On 15 July 2009, one of the subsidiaries of Classic Line International Limited ("Classic Line"), a former subsidiary of the Company, has been and is the subject of a judgement (in the amount of US$13.5 million) obtained in a United States court in an action in respect of damages allegedly arising out of use of fire lighters sold by the subsidiary of Classic Line. The Company is one of the co-defendants in the case. On 28 September 2009, the Company entered into an agreement to dispose of the entire equity interest in Classic Line and the disposal was completed on 31 October 2009.

Based on the legal advice received by the Company in prior year, the Directors considered that the Company has valid grounds in opposing the enforcement of any judgement of the said case against the Company, if obtained, in Hong Kong and Bermuda. Accordingly, no provision has been made in the consolidated financial statements.

## EXTRACT FROM INDEPENDENT AUDITOR'S REPORT

The auditor's opinion on the Group's consolidated financial statements for the year ended 31 December 2023 is as follows:

**Disclaimer of Opinion**

We do not express an opinion on the consolidated financial statements of the Group for the year ended 31 December 2023. Because of the potential interaction of the multiple uncertainties relating to going concern and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Basis for Disclaimer of Opinion**

***Multiple uncertainties relating to going concern***

As explained in note 1 to the consolidated financial statements in this announcement, as at 31 December 2023, the Group had net current liabilities of approximately HK$23,112,000, net liabilities of approximately HK$175,849,000, and incurred a net loss of approximately HK$74,915,000 and had net cash outflows from operating activities of approximately HK$3,770,000 during the year ended 31 December 2023. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

Notwithstanding the abovementioned, the consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful outcome of the Group's plans and measures to mitigate its liquidity pressure and to improve its financial performance as set out in note 1 to the consolidated financial statements in this announcement. The successful outcomes of the abovementioned plans and measures are subject to multiple uncertainties.

As a result of the multiple uncertainties, their potential interaction and the possible cumulative effect thereof, we are unable to form an opinion as to whether the going concern basis of preparation of these consolidated financial statements as adopted by the directors of the Company is appropriate. Should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned in note 1 to the consolidated financial statements in this announcement, it might not be able to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net realisable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements of the Group for the year ended 31 December 2023.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business and Financial Review

The electronic products business reported a drop of approximately 61.6% in revenue to approximately HK$74.0 million in the Reporting Period from approximately HK$192.7 million in the Corresponding Period. The decrease in revenue was mainly due to the weakening of the overall global economic environment, the worldwide tariff protection issue, the increase in interest rate and the rapid advancement and development in the industry, many orders were lost as the Group's products were unable to meet the new specifications requirement of our customers. As a result, gross loss of approximately HK$10.3 million was recorded and inventory impairment of approximately HK$12.9 million has to be made for the Reporting Period.

As at 31 December 2023 and the date of this announcement, the principal amount of the convertible notes (the "Convertible Notes") that remains outstanding is HK$158.4 million (the "Outstanding Convertible Notes") convertible into 158,400,000 ordinary shares of HK$0.10 each at a conversion price of HK$1.00 per share and the maturity date is 31 January 2025. As part of the measures to improve its financial position, the Company entered into the deed of further variation with the holder of the Outstanding Convertible Notes (the "Noteholder") on 11 August 2022 to alter certain terms and conditions of the Outstanding Convertible Notes (the "Alteration of Terms"). The Alteration of Terms has become effective on 10 November 2022. For details about the Alteration of Terms and its financial impact, please refer to note 11 to the consolidated financial statements in this announcement and the 2022 Annual Report. The Company will continue to seek further extension of the maturity date of the Outstanding Convertible Notes.

As set out in the 2022 Annual Report, the Company, through one of its indirect wholly-owned subsidiaries in Hong Kong, has signed a loan agreement in 2021 with Mr. Li Weimin (("Mr. Li", a substantial shareholder (as defined in the Listing Rules) of the Company) for an unsecured and non-interest bearing loan of HK$20 million for a term of two years (the "2021 HK Shareholder Loan"). As at the date of this announcement, the amount of the 2021 HK Shareholder Loan received by the Company is approximately HK$10.4 million and the amount that remains outstanding is approximately HK$9.6 million (the "Remaining 2021 HK Shareholder Loan"). Subsequent to the Reporting Period, the Company has received a letter of undertaking dated 28 March 2024 from Mr. Li (the "Letter of Undertaking"), pursuant to which, the schedule for granting the Remaining 2021 HK Shareholder Loan has been further revised to by June 2024 for the remaining second drawdown of approximately HK$3.6 million and by December 2024 for the third drawdown of HK$6.0 million (the "Revised Schedule"). Subsequent to the Reporting Period, the maturity date of the 2021 HK Shareholder Loan has been extended by another two years to 30 March 2026. The Company will continue to seek further extension of the Hong Kong shareholder loans from Mr. Li.

Ruixin International Engineering Vietnam Company Limited ("RIEV") has signed a loan agreement each in 2021 (the "2021 Vietnam Shareholder Loan", together with the 2021 HK Shareholder Loan, the "2021 Shareholder Loans") and 2023 (the "2023 Vietnam Shareholder Loan", together with the 2021 HK Shareholder Loans, the "Shareholder Loans") with Mr. Li for an unsecured and non-interest bearing loan of VND5.0 billion (equivalent to approximately HK$1.6 million) for a term of one year, respectively. As far as the Company is aware, RIEV has received the full amount of the 2021 Vietnam Shareholder Loan by January 2023. As at the date of this announcement, total amount of the 2023 Vietnam Shareholder Loan received by RIEV is approximately VND2.4 billion (equivalent to approximately HK$0.8 million) and the amount that remains outstanding is approximately VND2.6 billion (equivalent to approximately HK$0.8 million). Subsequent to the Reporting Period, the maturity dates of the 2021 and 2023 Vietnam Shareholder Loan have been extended for another year to 18 February 2025 and 15 January 2025, respectively. RIEV will continue to seek further extension of the Vietnam shareholder loans from Mr. Li.

The Group incurred a loss of approximately HK$74.9 million for the Reporting Period, and had net current liabilities of approximately HK$23.1 million, net liabilities of approximately HK$175.8 million and bank balances and cash of approximately HK$7.2 million as at 31 December 2023. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The Company's auditor expressed a disclaimer of opinion on the consolidated financial statements of the Group for the Reporting Period. According to the Company's auditor, because of the potential interaction of multiple uncertainties relating to going concern and their possible cumulative effect on the consolidated financial statements, it is not possible to form an opinion on the consolidated financial statements (the "Disclaimer of Opinion"). In all other respects, in the opinion of the Company's auditor, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

However, as at 31 December 2023, if the current portion of shareholder loans and the remunerations payable to the chairman of the Company (as included in other payables and accruals) were excluded from current liabilities, net current liabilities of the Group would be reduced to approximately HK$2.6 million. With the support of shareholder loans and the proposed equity fund raising, the Group believes that it will be able to cover its debt and payables due within one year. Despite the expanded and sharp drop in revenue and the significant increase in loss, net cash used in operating activities drop substantially by approximately 53.1% year-on-year to approximately HK3.8 million for the Reporting Period. Moreover, as at 31 December 2023, the Group had no bank borrowings, and the Outstanding Convertible Notes and the shareholder loans accounted for approximately 88.1% of total liabilities. Excluding the Outstanding Convertible Notes, the shareholder loans and the remunerations payable to the chairman of the Company, net liabilities of the Group would be reduced to approximately HK$2.9 million. As the Noteholder is a substantial shareholder of the Company and providing shareholder loans to support its continuous operation, the Company believes that the Noteholder will not request the Company to redeem the Outstanding Convertible Notes and repay the shareholder loans upon maturity causing the Company insolvent. Furthermore, the Company believes that the chairman of the Company will not demand payment for the remunerations payable to her causing the Company insolvent.

Nonetheless, the Company believes that the Group's bank balances and cash of approximately HK$7.2 million as at 31 December 2023 are on the low side, albeit an improvement from approximately HK$6.4 million as at 31 December 2022. To improve its liquidity, the Group has signed the shareholder loan agreements with Mr. Li. However, economic uncertainties and the Covid-19 pandemic have affected the transfer of shareholder loans. During the Reporting Period, total amount of shareholder loans received by the Group was approximately HK$5.9 million. Subsequent to the Reporting Period, the amount of shareholder loans received by the Company was approximately HK$1.9 million. As at the date of this announcement, Mr. Li has transferred part of the 2021 Shareholder Loans in the amount of approximately HK$12.0 million to the Group.

Apart from the shareholder loans, the Company has made a request to its bank in Hong Kong for a commercial loan but its request has been declined by the bank probably due to the loss-making position of the Group. To improve the financial position and support future development of the Group, the Company's financial advisor (the "FA") has been assisting the Company in exploring avenues to raise funds by equity financing. As at the date of this announcement, the Company has not been able to raise equity funds on acceptable terms probably due to the Group's financial position and market conditions. As informed by the FA and announced by the Company on 21 June 2023, Mr. Li has formally appointed professional advisers to explore ways and means to enhance the liquidity position and business prospect of the Company. In addition to continuing to provide financial support towards the business operation of the Company, Mr. Li has been soliciting not less than five potential investors to invest in the Company. Based on the proposals received by Mr. Li thus far, it is expected that that the amount of equity fund raising from the potential investors will be sufficient to settle a substantial amount of the Company's debt and provide the Company with additional working capital for its business operation. However, while discussions with the potential investors are still on going, no legally binding term sheets and/or agreements have been entered into as at the date of this announcement. Subject to availability and market conditions, the Board hopes to conduct equity fund raising on acceptable terms by 31 December 2024. The Company is also in continuous discussion with the Noteholder on partial conversion of the Outstanding Convertible Notes. However, the Noteholder is advised of the likelihood that the conversion of the Outstanding Convertible Notes may render the Noteholder be obliged to make a general offer for the Company's shares as required under the Hong Kong Code on Takeovers and Mergers.

Based on the information currently available to the Board, the Directors and the audit committee of the Company (the "Audit Committee") are of the view that with the amount of shareholder loans received subsequent to the Reporting Period, the grant of the Remaining 2021 HK Shareholder Loan according to the Revised Schedule and the proposed equity fund raising, the Group will have sufficient working capital to meet its financial obligations as they fall due for the next twelve months from the end of the Reporting Period. Accordingly, the consolidated financial statements for the Reporting Period have been prepared on a going concern basis. However, the Company wishes to highlight that the successful outcome of the aforementioned is subject to multiple uncertainties, as amid the economic uncertainties, the progress in the grant of the Remaining 2021 HK Shareholder Loan, internally generated cash flows and the outcome of the proposed equity fund raising will affect the liquidity and going concern of the Group.

As reported in the 2022 Annual Report, the Company understands from Mr. Li that economic uncertainties and the Covid-19 pandemic have affected and delayed his business projects and cash flows in Vietnam, and accordingly the transfer of shareholder loans to the Group. The Group will maintain continuous communication with Mr. Li in respect of the remaining Shareholder Loans. According to Mr. Li based on the latest communication and the Letter of Undertaking, he remains committed to the remaining Shareholder Loans and expects to advance the Remaining 2021 HK Shareholder Loan according to the Revised Schedule. However, amid the current uncertain economic environment, there may be further delays in the grant of the Remaining 2021 HK Shareholder Loan, and internally generated cash flows may not turn out to be supportive given the high uncertainty faced by the Group's electronic products business. Furthermore, as the Group is currently registering net liabilities and loss making, there may be concerns among investors about the Company's viability and sustainability, which may reflect in the current low share price of the Company. Under such circumstances, the Company may or may not succeed in its proposed equity fund raising, even if the Company is willing to raise funds at prevailing market price or a discount.

The Audit Committee has critically reviewed the management's position and basis concerning the Disclaimer of Opinion and agreed with the management's position and basis, including on matters involving management's substantial judgements. The auditor reported to and discussed with the Audit Committee about going concern and the Disclaimer of Opinion with details as set out in note 1 to the consolidated financial statements in this announcement and the Extract From Independent Auditor's Report on page 17 of this announcement. If the uncertain economic environment is not too volatile, the Group manages to improve its electronic products business or succeed in seeking sufficient and profitable new business and the Company is able to receive the Remaining 2021 HK Shareholder Loan according to the Revised Schedule, succeed in the proposed equity fund raising and obtain more funds from Mr. Li or other sources before the annual results announcement for the year ending 31 December 2024 to ensure that the Group will have sufficient working capital to meet its financial obligations as they fall due for at least the next twelve months from 31 December 2024, the Directors believe that the Disclaimer of Opinion could be removed in the next year's consolidated financial statements. Irrespective of the outcome of the aforementioned, the Group will continue to seek other source of funding to improve its cash and financial position. For more details about the going concern basis of the Group and the Disclaimer of Opinion, please refer to note 1 to the consolidated financial statements in this announcement and the Extract From Independent Auditor's Report on page 17 of this announcement.

**Liquidity, Financial Resources and Capital Structure**

The Group mainly finances its business operations with internally generated cash flows and other sources.

As at 31 December 2023, the Group had bank balances and cash of approximately HK$7.2 million (2022: HK$6.4 million). The Group's current ratio (measured as total current assets to total current liabilities) was 0.4 times (2022: 1.3 time).

As at 31 December 2023, the Company had outstanding zero coupon convertible notes due on 31 January 2025 with an aggregate principal amount of HK$158.4 million (2022: HK$158.4 million) and a conversion price of HK$1.00 (2022: HK$1.00) per share.

As at 31 December 2023, the Group had no outstanding bank borrowings (2022: nil) and loans from a substantial shareholder of approximately HK$28,812,000 (2022: HK$25,863,000) which is unsecured, non-interest bearing and repayable on maturity. The gearing ratio, which is calculated by total interest bearing borrowings to total equity, was nil as at 31 December 2023 and 2022.

As at 31 December 2023, the Group had no capital expenditure commitments (2022: nil).

**Significant Investments**

The Group did not have any significant investments during the Reporting Period.

**Material Acquisitions and Disposals of Subsidiaries and Associated Companies**

The Group did not have any material acquisitions or disposals of subsidiaries and associated companies during the Reporting Period.

**Charge on Group's Assets**

As at 31 December 2023, the Group did not have any assets pledged (2022: nil).

**Foreign Exchange Exposures**

The Group mainly earns revenue and incurs costs in Hong Kong dollars, U.S. dollars and Renminbi ("RMB"). The management is aware of the possible exchange rate exposure resulted from the fluctuation of RMB against the Hong Kong dollars and will closely monitor its impact on the performance of the Group to determine if any hedging policy is necessary. With regard to the U.S. dollars, foreign exchange exposure would be minimal so long as the Hong Kong SAR Government's policy to peg the Hong Kong dollars to the U.S. dollars remains in effect.

**Contingent Liability**

Details of the contingent liability of the Group are set out in note 13 to the consolidated financial statements in this announcement.

**Employee and Remuneration Policy**

As at 31 December 2023, the Group had 22 (2022: 34) full time employees in Hong Kong, the PRC and Vietnam. Total staff costs (including Directors' remuneration) for the Reporting Period amounted to approximately HK$18.0 million (2022: HK$18.0 million). The employees (including Directors) are remunerated with reference to the qualification, experience, responsibility and performance of the individual, the performance of the Group and the market practices. Apart from the basic remuneration package, the mandatory provident fund scheme, the central provident scheme in the PRC and the state pension scheme in Vietnam, the Company also operated a share option scheme (which has expired on 7 June 2022) based on which the Board, at its discretion, grant options to eligible employees of the Group.

## FUTURE OUTLOOK

The global economic recovery from the Covid-19 pandemic, the war in Ukraine and the cost-of-living crisis is proving surprisingly resilient, according to the International Monetary Fund (the "IMF"). The global economy begins the final descent toward a soft landing, with inflation declining steadily and growth holding up. But the pace of expansion remains slow, and turbulence may lie ahead. The IMF projected global growth to remain at 3.1% in 2024 before rising modestly to 3.2% in 2025. The forecast for 2024-25 is, however, below the historical (2000-19) average of 3.8%, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8% in 2024 and 4.4% in 2025. World trade growth is projected at 3.3% in 2024 and 3.6% in 2025, below its historical average growth rate of 4.9%. Rising trade distortions and geoeconomic fragmentation are expected to continue to weigh on the level of global grade. Risks to global growth are broadly balanced and the downside may include commodity price spikes from geopolitical shocks, supply disruptions or more persistent underlying inflation prolonging tight monetary conditions, deepening property sector woos in China, and a disruptive turn to tax hikes and spending cuts.

China's economy grew by 5.2% in 2023, beating the official target of around 5.0% and outpacing growth of 3.0% in 2022 when the country was hit by wide-spread Covid-19 lockdowns. However, the post-Covid recovery has been perceived as subdued, weighed down probably by a prolonged property downturn, high local government debt, weak demand and heightened geopolitical tensions. While the 2023 growth was helped by a low base effect, economists believe that it may be more challenging to meet a growth target of around 5.0% this year. The IMF projected China's growth to slow to 4.6% in 2024 and 4.0% in 2025 amid the ongoing weakness in the property sector and subdued external demand. Over the medium term, growth is projected to gradually decline further and is projected at 3.5% in 2028 amid headwinds from weak productivity and population aging. The IMF cautioned that uncertainty surrounding the outlook is high, particularly given the existing large imbalances and associated vulnerabilities. Deeper-than-expected contraction in the property sector could further weigh on private demand and worsen confidence, amplify local government fiscal strains, and result in disinflationary pressures and adverse macro-financial feedback loops. Greater-than-expected weakening of external demand, tightening of global conditions, and increased geopolitical tensions also pose considerable downside risks. (Reference is made to IMF documents and reports, and reports in Financial Times and South China Morning Post.)

According to the performance of the electronic products business in the Reporting Period together with the remarkable changes happened in the products requirements for our customers, it is expected that the coming year will be very uncertain for the electronic products business to sustain if the Group is incapable to upgrade the products to cope with the semiconductor market requirement. While the Group's electronic products business is facing high uncertainty, the Company has been seeking and exploring business opportunities in Vietnam to improve the prospect of the Group.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## CORPORATE GOVERNANCE PRACTICE

The Company is committed to maintaining high standards of corporate governance. During the Reporting Period, the Company has applied the principles of and complied with the code provisions ("Code Provision(s)") set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 of the Listing Rules except for the following deviations:

Under the Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The duties and responsibilities of the chief executive were shared among the members of the Board during the Reporting Period. In view of the size of operation of the Group, the Board considers that it will be suitable for implementing the Company's strategies under this arrangement. The Board shall review this arrangement from time to time to ensure appropriate and timely action is taken to meet changing circumstances.

The Directors will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making process are regulated in a proper and prudent manner.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry of the Directors, all the Directors confirmed that they had complied with the required standards as set out in the Model Code for the Reporting Period.

## AUDIT COMMITTEE REVIEW

The Audit Committee has reviewed with the management the Group's consolidated financial statements for the Reporting Period, including the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting matters, in conjunction with the auditors of the Company.

## PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This results announcement is published on the Company's website at http://www.irasia.com/listco/hk/ruixin and the website of the Stock Exchange. The Company's annual report for the year ended 31 December 2023 will be despatched to the shareholders of the Company and will be available at the above websites in due course.

By order of the Board
**Ruixin International Holdings Limited**
**Li Yang**
*Chairman*

Hong Kong, 28 March 2024

*As at the date of this announcement, the Board comprises Ms. Li Yang (Chaiman), Mr. Huang Hanshui and Mr. Yang Junjie as executive Directors; and Mr. Ho Chi Fai, Mr. Zhang Jue and Mr. Leung Ka Tin as independent non-executive Directors.*