China Ruyi Holdings Limited

中國儒意控股有限公司

(a company incorporated in Bermuda with limited liability)

(Stock Code: 136)

POLL RESULTS OF SPECIAL GENERAL MEETING

References are made to (i) the notice of special general meeting of China Ruyi Holdings Limited (the "**Company**") (the "**SGM**") dated 7 March 2025 (the "**SGM Notice**"), and (ii) the circular of the Company dated 7 March 2025 (the "**SGM Circular**"). In this announcement, unless the context otherwise requires, capitalised terms shall have the meanings given to them in the SGM Notice and the SGM Circular.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer at the SGM for the purpose of vote-taking.

The SGM was chaired by Mr. Chau Shing Yim, David. Mr. Yang Ming, Mr. Nie Zhixin and Mr. Chen Haiquan attended the SGM either in person or by electronic means. Mr. Ke Liming, Mr. Zhang Qiang and Professor Shi Zhuomin were unable to attend the SGM due to other work commitment.

POLL RESULTS OF THE SGM

The SGM was held on 26 March 2025. The number of issued Shares as at the date of the SGM was 15,483,441,619 Shares.

Discloseable and connected transaction acquisition of 30% equity interest in the Target Company and the issue of Consideration Shares under the Specific Mandate

As disclosed in the SGM Circular, as Water Lily, Mr. Yang Ming and their respective associates, of which Water Lily and Mr. Yang Ming held 2,545,734,565 Shares and 1,080,000 Shares respectively as at the date of the SGM, have a material interest in the Equity Transfer Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate to issue the Consideration Shares) which are different from other Shareholders, they were required to abstain and had abstained from voting at the SGM on the ordinary resolution set out in the SGM Notice relating to the Equity Transfer Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate to issue the Consideration Shares) (the "**Resolution**"). As such, the Independent Shareholders representing 12,936,627,054 Shares were entitled to attend and vote on the Resolution.

Save as disclosed above, there were no restrictions on any Shareholders casting vote(s) on the proposed resolution at the SGM, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolution at the SGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring any Shareholders to abstain from voting on the proposed resolution at the SGM under the Listing Rules.

The poll results in respect of the ordinary resolution proposed at the SGM were as follows:

Ordinary Resolution		Number of vote (%)		Total number of votes cast
		For	Against	
1.	(a) To confirm, approve and ratify the Equity Transfer Agreement and the transactions contemplated thereunder and any other ancillary documents. (b) To approve the grant of the Specific Mandate to the Directors to allot and issue the 36,666,667 Consideration Shares to Tencent Hong Kong or its designated parties. (c) To authorize any one Director to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Equity Transfer Agreement and any ancillary documentation and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Board or a committee thereof, in the interest of the Company and the Shareholders as a whole.[#]	4,214,254,438 (100%)	0 (0%)	4,214,254,438

[#] The full text of resolution no. 1 is set out in the SGM Notice.

As more than 50% of the eligible votes were cast in favour of the ordinary resolution at the SGM, the above ordinary resolution was duly passed.

By order of the Board
China Ruyi Holdings Limited
Ke Liming
Chairman

Hong Kong, 26 March 2025

As at the date of this announcement, the executive directors of the Company are Mr. Ke Liming and Mr. Zhang Qiang; the non-executive director of the Company is Mr. Yang Ming; and the independent non-executive directors of the Company are Mr. Chau Shing Yim, David, Mr. Nie Zhixin, Mr. Chen Haiquan and Professor Shi Zhuomin.