



儒意控股
RUYI HOLDINGS

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)

**PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON
WEDNESDAY, 28 JUNE 2023 AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF**

I/We^(a) _____
of _____
being the registered holder(s) of _____ shares^(b) of
HK\$0.02 each in the capital of China Ruyi Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF
THE MEETING**, or^(c) _____
of _____
as my/our proxy to vote and act for me/us at the annual general meeting of the Company to be held at 2:30 p.m. on Wednesday,
28 June 2023 at 15th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong. and at any adjournment or
postponement thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions set out in the
notice dated 5 June 2023 convening the Meeting and at the Meeting (and at any adjournment or postponement thereof) to vote for
me/us and in my/our name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR^(d)	AGAINST^(d)
1.	To receive and adopt the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 December 2022		
2.	(a) To appoint Mr. Yang Ming as a non-executive director of the Company; (b) To re-elect Mr. Chau Shing Yim, David as an independent non-executive director of the Company; and (c) To re-elect Professor Shi Zhuomin as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
4.	To re-appoint Messrs. PricewaterhouseCoopers as the auditors and to authorise the board of directors of the Company to fix their remuneration		
5.	To grant a general mandate to the directors of the Company to issue, allot and deal with shares not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution [#]		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution [#]		
7.	To extend the general mandate to issue shares granted to the directors of the Company by resolution no. 5 by adding the number of shares repurchased pursuant to the general mandate granted by resolution no. 6 [#]		
8.	To approve the adoption of the new share option scheme and the termination of the share option scheme adopted by the Company on 31 October 2013 [#]		
9.	To approve, conditional on the passing of the resolution no. 8, the adoption of the scheme mandate limit, representing 10% of the total number of shares of the Company in issue as at the date of passing this resolution [#]		
10.	To approve, conditional on the passing of the resolution no. 8, the adoption of the service provider sub-limit, representing 5% of the total number of shares of the Company in issue as at the date of passing this resolution [#]		

[#] The full text of the resolutions is set out in the notice of the Meeting.

Dated this _____ day of _____ 2023 Signature(s)^(e): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares 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 Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised.
- 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 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, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or adjourned or postponed meeting.
- The proxy need not be a member of the Company.

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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.