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**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)**

## **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 30 August 2023 (the “**SGM Notice**”), and (ii) the circular of the Company dated 30 August 2023 (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 Secretaries Limited, acted as the scrutineer at the SGM for the purpose of vote-taking.

The SGM was chaired by Mr. Chau Shing Yim, David. The other directors of the Company were unable to attend the SGM due to their other work commitments.

### **POLL RESULTS OF THE SGM**

The SGM was held on 15 September 2023. The number of issued Shares as at the date of the SGM was 10,998,397,545 Shares.

### **Connected Transaction involving Proposed Issue of New Shares to Substantial Shareholder under Specific Mandate**

As disclosed in the SGM Circular, as Water Lily and its associate(s), which held 2,045,734,565 Shares as at the date of the SGM, have a material interest in the issue of the Subscription Shares to Water Lily under Specific Mandate which is 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 issue of the Subscription Shares to Water Lily under Specific Mandate (the “**First Resolution**”). As such, the Independent Shareholders representing 8,952,662,980 Shares were entitled to attend and vote on the First Resolution.

## Proposed Refreshment of General Mandate

As disclosed in the SGM Circular, pursuant to Rule 13.36(4) of the Listing Rules, Mr. Ke Liming, an executive Director, and Mr. Yang Ming, a non-executive Director, with interests in the Shares, together with their associates are required to abstain from voting at the SGM relating to the resolution to approve the Proposed Refreshment of General Mandate (the “**Second Resolution**”). As at the date of the SGM, Mr. Ke Liming, through Pumpkin Films Limited, held 1,893,101,943 Shares, and Mr. Yang Ming, held 1,080,000 Shares. Mr. Ke Liming and Mr. Yang Ming were required to abstain and had abstained from voting at the SGM on the Second Resolution. As such, the Independent Shareholders representing 9,104,215,602 Shares were entitled to attend and vote on the Second Resolution.

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

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

Ordinary Resolutions		Number of vote (%)		Total number of votes cast
		For	Against	
1.	To approve the proposed issue of new Shares under the Specific Mandate to Water Lily. <sup>#</sup>	3,026,729,252 (99.92%)	2,304,940 (0.08%)	3,029,034,192
2.	To approve the Proposed Refreshment of General Mandate to authorise the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company. <sup>#</sup>	855,246,999 (75.29%)	280,657,250 (24.71%)	1,135,904,249

<sup>#</sup> The full texts of the resolutions are set out in the SGM Notice.

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

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

Hong Kong, 15 September 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Ke Liming, Ms. Chen Xi 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.*