



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 October 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Ruyi Holdings Limited

Date Submitted: 03 November 2023

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00136	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	100,000,000,000	HKD	0.02	HKD	2,000,000,000	
Increase / decrease (-)	0			HKD		
Balance at close of the month	100,000,000,000	HKD	0.02	HKD	2,000,000,000	

Total authorised/registered share capital at the end of the month: HKD 2,000,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00136	Description				
Balance at close of preceding month			10,998,397,545			
Increase / decrease (-)			500,000,000			
Balance at close of the month			11,498,397,545			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00136					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2013 Share Option Scheme terminated on 28 June 2023 (See Remarks)	181,917,000		0	181,917,000	0	181,917,000	0
General Meeting approval date (if applicable)		10 June 2016					
2). 2023 Share Option Scheme: Share Option Scheme up to 1,000,464,754 shares (See Remarks)	0		0	0	0	0	1,000,464,754
General Meeting approval date (if applicable)		28 June 2023					

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 0

Remarks:

The share option scheme adopted by the Company on 31 October 2013 (the "2013 Share Option Scheme") was terminated upon the adoption of the new share option scheme of the Company effective on 28 June 2023 (the "2023 Share Option Scheme") after the relevant resolution being passed in the annual general meeting of the Company held on 28 June 2023. For further details, please refer to (i) the circular of the Company dated 5 June 2023; and (ii) the announcements of the Company dated 5 June 2023 and 28 June 2023, respectively. No share options have been granted under the 2023 Share Option Scheme since its adoption.

(B). Warrants to Issue Shares of the Issuer which are to be Listed

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00136				
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto (B)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Warrants issued on 20 January 2021 (See Remarks)	HKD	36,685,586.14	0	36,685,586.14	0	1,834,279,307
Stock code of the Warrant (if listed on SEHK) (Note 1)						
Subscription price	HKD	0.96				
Date of expiry	30 September 2024					
General Meeting approval date (if applicable)	18 January 2021					

Total B (Ordinary shares): 0

Remarks:

For details, please refer to the announcements of the Company dated 26 October 2020, 27 October 2020, 18 January 2021 and 20 January 2021; and the circular of the Company dated 31 December 2020.

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00136				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Proposed issue and allotment of ordinary shares to Century Spirit Investments Limited ("Century Spirit") (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company and (ii) pursuant to the share subscription agreement entered into between the Company and Century Spirit dated 4 July 2023. Among the subscribed shares, 406,250,000 shares were allotted to Century Spirit on 26 July 2023		28 June 2023	0	93,750,000	
2).	Proposed issue and allotment of ordinary shares to Fame Mountain Limited ("Fame Mountain") (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company and (ii) pursuant to the share subscription agreement entered into between the Company and Fame Mountain dated 4 July 2023. Among the subscribed shares, 62,500,000 shares, 37,500,000 shares and 300,000,000 were allotted to Fame Mountain on 21 July 2023, 26 July 2023 and 6 September 2023 respectively		28 June 2023	0	100,000,000	
3).	Proposed issue and allotment of ordinary shares to Cubract Ventures Limited ("Cubract Ventures") (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company and (ii) pursuant to the share subscription agreement entered into between the Company and Cubract Ventures dated 4 July 2023. Among the subscribed shares, 187,500,000 shares were allotted to Cubract Ventures on 13 July 2023		28 June 2023	0	312,500,000	
4).	Proposed issue and allotment of ordinary shares to Million Succeed Development Limited ("Million Succeed") (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company and (ii) pursuant to the share subscription agreement entered into between the Company and Million Succeed dated 4 July 2023		28 June 2023	0	500,000,000	

Total D (Ordinary shares): 0

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00136				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Placing/Subscription	HKD	1.6	10 October 2023	15 September 2023	500,000,000	0

Total E (Ordinary shares): 500,000,000

Remarks:

On 10 October 2023, the Company issued and allotted 500,000,000 ordinary shares of the Company to Water Lily Investment Limited ("Water Lily") (i) under the specific mandate granted by the shareholders of the Company at the special general meeting of the Company, and (ii) pursuant to the share subscription agreement entered into between the Company and Water Lily dated 4 July 2023.

For further details, please refer to the announcements of the Company dated 4 July 2023 and 15 September 2023, respectively; and the circular of the Company dated 30 August 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 500,000,000

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: KE Liming

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"