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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)

PROPOSED ADOPTION OF NEW BYE-LAWS

This announcement is made by China Ruyi Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the existing second amended and restated bye-laws of the Company (the “**Existing Bye-laws**”) to, among other things, (i) bring the Existing Bye-Laws in line with the expanded paperless regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (ii) bring the Existing Bye-Laws in line with the amendments made to the Listing Rules relating to treasury shares which will take effect on 11 June 2024; and (iii) make other consequential and housekeeping amendments (the “**Proposed Amendments**”).

For the purposes of the Proposed Amendments, the Board proposes to adopt the third amended and restated bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The Proposed Amendments and the proposed adoption of the New Bye-laws are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”). A circular containing, among other things, details of the Proposed Amendments, together with the notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

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

Hong Kong, 24 May 2024

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.