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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)

(1) SUBSCRIPTION OF NEW SHARES PURSUANT TO THE SUBSCRIPTION AGREEMENTS UNDER GENERAL MANDATE
AND
(2) PLACING OF NEW SHARES PURSUANT TO THE PLACING AGREEMENT UNDER GENERAL MANDATE

Placing Agent



SUBSCRIPTION OF NEW SHARES PURSUANT TO THE SUBSCRIPTION AGREEMENTS UNDER GENERAL MANDATE

On 27 January 2025 (after trading hours), the Company entered into the Subscription Agreements separately with each of the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 1,144,514,767 Subscription Shares at the Subscription Price of HK\$2.37 per Subscription Share, upon the respective terms and subject to the respective conditions set out in the respective Subscription Agreements. The gross proceeds from the Share Subscriptions amount to approximately HK\$2,712,499,998 (equivalent to approximately US\$350,000,000), while the net proceeds from the Share Subscriptions, after deducting the related expenses, are estimated to be approximately HK\$2,712,499,998.

PLACING OF NEW SHARES PURSUANT TO THE PLACING AGREEMENT UNDER GENERAL MANDATE

On 27 January 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed to act as agent of the Company to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 490,506,329 Placing Shares at the Placing Price of HK\$2.37 per Placing Share, upon the terms and subject to the conditions set out in the Placing Agreement. The gross proceeds from the Placing will be approximately HK\$1,162,500,000 (equivalent to approximately US\$150,000,000) and the net proceeds from the Placing (after deducting the placing commission for the Placing and other relevant expenses) will be approximately HK\$1,157,850,000.

USE OF PROCEEDS OF THE SHARE SUBSCRIPTIONS AND THE PLACING

The gross proceeds of the Share Subscriptions and the Placing, in aggregate, will be approximately HK\$3,874,999,998 (equivalent to approximately US\$500,000,000)

The Company intends to apply the net proceeds from the Share Subscriptions and the Placing in the following manner: (a) approximately HK\$3,483,314,998 (or approximately 90%) for the growth and expansion of the business of the Group, including content production, purchase of drama script and copyright and purchase of copyright of films and TV programs, and integrating upstream and downstream resources of the Group's businesses; and (b) approximately HK\$387,035,000 (or approximately 10%) for the Group's general working capital purposes.

ISSUE OF NEW SHARES UNDER THE GENERAL MANDATE

The combination of the Subscription Shares and the Placing Shares represent approximately 11.40% of the total issued share capital of the Company as at the date of this announcement, approximately 10.24% of the total issued share capital of the Company as enlarged by the Share Subscriptions and the Placing (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares).

The Subscription Shares and the Placing Shares will be issued under the General Mandate. As at the date of this announcement, no Share has been issued by the Company under the General Mandate. As such, the maximum number of the new Shares which may be issued by the Company under the General Mandate is 2,500,929,509 Shares, being 20% of the total number of 12,504,647,545 issued Shares as at the date of the 2024 Annual General Meeting. Therefore, the General Mandate is sufficient for the allotment and issue of the Subscription Shares to the Subscribers and the Placing Shares to the Placees. The allotment and issue of the Subscription Shares and the Placing Shares are not subject to any additional Shareholders' approval.

The Share Subscriptions and the Placing are conditional upon the Stock Exchange agreeing to grant the approval for the listing of and permission to deal in the Subscription Shares and the Placing Shares. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares and the Placing Shares on the Stock Exchange.

As the Subscription Closing and the Placing Completion are subject to the fulfilment of the respective conditions under the Subscription Agreements and the Placing Agreement, the Share Subscriptions and the Placing may or may not proceed. Shareholders and potential investors are reminded that the Subscription Closing and the Placing Completion are not inter-conditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

THE SUBSCRIPTION AGREEMENTS

On 27 January 2025 (after trading hours), the Company entered into the Subscription Agreements separately with each of the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 1,144,514,767 Subscription Shares at the Subscription Price of HK\$2.37 per Subscription Share, upon the respective terms and subject to the respective conditions set out in the respective Subscription Agreements.

Sunshine Life Subscription Agreement

Date: 27 January 2025 (after trading hours)

Parties: (i) the Company, as the issuer; and
(ii) Sunshine Life, as the subscriber

Subscription Shares: 654,008,438 Subscription Shares

Subscription Price: HK\$2.37 per Subscription Share

Sunshine Life is a joint stock company established in the PRC with limited liability which carries out life and health insurance business and is owned as to approximately 99.9999% by Sunshine Insurance as at the date of this announcement. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Sunshine Life and its ultimate beneficial owners are Independent Third Parties as at the date of this announcement.

It is expected that Sunshine Life will not become a substantial shareholder of the Company immediately after the relevant Share Subscription.

TFI Investment Subscription Agreement

| | |
|----------------------|--|
| Date: | 27 January 2025 (after trading hours) |
| Parties: | (i) the Company, as the issuer; and (ii) TFI Investment, as the subscriber (for and on behalf of TFI Explorer SP) |
| Subscription Shares: | 490,506,329 Subscription Shares |
| Subscription Price: | HK\$2.37 per Subscription Share |

TFI Explorer SP (the “**Fund**”) is a segregated portfolio of TFI Investment, an exempted company incorporated under the laws of the Cayman Islands and registered as a segregated portfolio company. TFI Asset Management Limited, which is indirectly wholly-owned by Tianfeng Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 601162)), is appointed as the investment manager of the Fund. The Fund’s participating shares are wholly owned by AKJ Hong Kong Limited whose ultimate beneficial owner is AK Jensen Investment Management Limited (the “**Investor**”). The Investor is a globally well-known asset manager, collectively managing over US\$24 billion assets with its affiliates. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Fund, TFI Investment, TFI Asset Management Limited, Tianfeng Securities Co., Ltd, AKJ Hong Kong Limited and AK Jensen Investment Management Limited are Independent Third Parties as at the date of this announcement.

It is expected that TFI Investment will not become a substantial shareholder of the Company immediately after the relevant Share Subscription.

Subscription Shares

Assuming there will be no change in the issued share capital of the Company from the date of the Subscription Agreements to the Subscription Closing Date, save for the allotment and issue of the Subscription Shares:

- (a) the Subscription Shares represent approximately 7.98% of the existing issued share capital of the Company as at the date of this announcement;
- (b) the Subscription Shares represent approximately 7.39% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares; and
- (c) the Subscription Shares represent approximately 7.16% of the issued share capital of the Company as enlarged by the allotment and issue of both the Subscription Shares and the Placing Shares.

Subscription Price

The Subscription Price of HK\$2.37 per Subscription Share represents:

- (a) a discount of approximately 2.07% to the closing price of HK\$2.42 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements;
- (b) a discount of approximately 0.34% to the average closing price of approximately HK\$2.378 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Subscription Agreements; and
- (c) a discount of approximately 1.50% to the average closing price of approximately HK\$2.406 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately prior to the date of the Subscription Agreements.

The Subscription Price was determined after arm's length negotiation between the Company and each of the Subscribers after taking into account the prevailing market price of the Shares and the trading volume of the Shares. In respect of the Share Subscriptions, the Directors are of the view that the terms of each of the Subscription Agreements (including the Subscription Price) are fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

The Subscription Shares have an aggregate nominal value of HK\$22,890,295.34 based on a nominal value of HK\$0.02 per Share. The gross proceeds from the Share Subscriptions amount to approximately HK\$2,712,499,998 (equivalent to approximately US\$350,000,000), while the net proceeds from the Share Subscriptions, after deducting the related expenses, are estimated to be approximately HK\$2,712,499,998. The net Subscription Price per Subscription Share, after deduction of relevant costs and expenses, is estimated to be approximately HK\$2.37 per Subscription Share.

The Subscription Price shall be payable by each of the Subscribers in cash upon the Subscription Closing.

Ranking

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with all other Shares in issue at the time of allotment and issue of the Subscription Shares.

Conditions Precedent under the Subscription Agreements

Completion of each of the Subscription Agreements is conditional upon the satisfaction (or, if applicable, waiver) of the following conditions precedent:

- (a) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Subscription Shares and such approval not having been withdrawn or revoked;

- (b) the current listing of the Shares on the Stock Exchange not having been cancelled or withdrawn;
- (c) each of the warranties included in the relevant Subscription Agreement given by the relevant Subscriber remaining true and accurate in all respects and not misleading in any respect as at the respective Subscription Closing;
- (d) each of the warranties included in the relevant Subscription Agreement given by the Company remaining true and accurate in all respects and not misleading in any respect as at the respective Subscription Closing;
- (e) the Company having fully complied with and fulfilled in all material respect its other obligations under the relevant Subscription Agreement prior to the respective Subscription Closing;
- (f) the Company having obtained all internal approvals and necessary approvals from any third parties (if required) for the relevant Subscription Agreement and the transactions contemplated thereunder, and such approvals have not been withdrawn or revoked prior to the respective Subscription Closing; and
- (g) the relevant Subscriber having obtained all internal approvals and necessary approvals from any third parties (if required) for the relevant Subscription Agreement and the transactions contemplated thereunder, and such approvals have not been withdrawn or revoked prior to the respective Subscription Closing.

The Subscription Condition Precedent set out in paragraphs (a) and (b) cannot be waived by any party. As at the date of this announcement, none of the Subscription Conditions Precedent under each of the Subscription Agreement has been fulfilled.

Termination

If any Subscription Condition Precedent set out in paragraphs (a) and (g) has not been satisfied or waived (as applicable) by 28 April 2025, the relevant Subscription Agreement shall be automatically terminated with immediate effect, save for claims arising from any antecedent breach of any obligation under the relevant Subscription Agreement.

As to the TFI Investment Subscription Agreement, in the event that either party to the TFI Investment Subscription Agreement is unable to fulfill its obligations under the TFI Investment Subscription Agreement due to force majeure (including natural disasters such as earthquakes, typhoons, floods, tsunamis, etc., governmental actions, strikes, riots, pandemics of infectious diseases, terrorist attacks, etc.) or a material adverse effect, the parties may agree to waive their respective obligations under the TFI Investment Subscription Agreement.

Subscription Closing

Subject to the Subscription Conditions Precedent set out in paragraphs (a) to (g) being satisfied or waived (as applicable) and the relevant terms under the relevant Subscription Agreement, the respective Subscription Closing under each of the Subscription Agreement shall occur on 27 February 2025 or such other date, as the parties may agree in writing (the “**Subscription Closing Date**”).

THE PLACING AGREEMENT

On 27 January 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed to act as agent of the Company to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 490,506,329 Placing Shares at the Placing Price of HK\$2.37 per Placing Share, upon the terms and subject to the conditions set out in the Placing Agreement.

Date: 27 January 2025 (after trading hours)

Parties: (i) the Company as the issuer; and
(ii) TFI Securities and Futures Limited as the Placing Agent

The Placing Agent

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties as at the date of this announcement.

Number of the Placing Shares

Assuming there will be no change in the issued share capital of the Company from the date of the Placing Agreement to the Placing Completion Date, save for the allotment and issue of the Placing Shares:

- (a) the Placing Shares represent approximately 3.42% of the existing issued share capital of the Company as at the date of this announcement;
- (b) the Placing Shares represent approximately 3.31% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares; and
- (c) the Placing Shares represent approximately 3.07% of the issued share capital of the Company as enlarged by the allotment and issue of both the Subscription Shares and the Placing Shares.

Rights of the Placing Shares

The Placing Shares will rank *pari passu* in all respects among themselves and with the other existing Shares upon issuance.

Placees

The Placing Shares are expected to be placed to not less than six Placees, who and whose respective ultimate beneficial owners are Independent Third Parties. Upon Placing Completion, it is expected that none of the Placees will become a substantial Shareholder immediately after the Placing.

Placing Price

The Placing Price is HK\$2.37 per Placing Share and represents:

- (a) a discount of approximately 2.07% to the closing price of HK\$2.42 per Share as quoted on the Stock Exchange on the date of the Placing Agreement;
- (b) a discount of approximately 0.34% to the average closing price of approximately HK\$2.378 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Placing Agreement; and
- (c) a discount of approximately 1.50% to the average closing price of approximately HK\$2.406 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Shares have an aggregate nominal value of HK\$9,810,126.58 based on a nominal value of HK\$0.02 per Share. The gross proceeds from the Placing will be approximately HK\$1,162,500,000 (equivalent to approximately US\$150,000,000) and the net proceeds from the Placing (after deducting the placing commission for the Placing and other relevant expenses) will be approximately HK\$1,157,850,000. The net Placing Price (after deducting the placing commission for the Placing and other relevant expenses) is estimated to be approximately HK\$2.36 per Placing Share.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agent after taking into account factors including the recent market price of the Shares and the current market conditions.

Placing Commission

Pursuant to the terms of the Placing Agreement, the Placing Agent will charge a placing commission of 0.4% of the gross proceeds received by the Company upon Placing Completion.

The placing commission was negotiated on arm's length basis between the Company and the Placing Agent, and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents, the size of the Placing and the price performance of the Shares. The Directors consider that the terms of the Placing, including the placing commission, are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

Conditions of the Placing

The Placing Completion is conditional upon the satisfaction or, where applicable, waiver of the following conditions:

- (a) before the Placing Completion, there having not occurred:
 - (i) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition, financial or otherwise, or in the general affairs, earnings, assets, business, operations prospect, or trading position of the Company and its subsidiaries taken as a whole; or
 - (ii) any moratorium, suspension or limitation of trading (a) in any of the Company's securities by the Stock Exchange (save and except for any trading halt in relation to the Placing and any trading suspension for not more than 3 trading days of the Stock Exchange that the Company deems necessary) or (b) generally on the Stock Exchange; or
 - (iii) any outbreak or escalation of hostilities, act of terrorism, the declaration by Hong Kong, Bermuda or the PRC (the "**Relevant Jurisdictions**") a national emergency or war or other calamity or crisis; or
 - (iv) any material disruption in commercial banking generally or securities settlement or clearance services generally in any of the Relevant Jurisdictions and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in any of the Relevant Jurisdictions; or
 - (v) any material adverse change or development involving a prospective material adverse change in or affecting the financial markets in any of the Relevant Jurisdictions or in international financial, political or economic conditions, currency exchange rates, exchange controls or taxation,

that, in the sole judgment of the Placing Agent, would make the Placing or the enforcement of contracts to purchase the Placing Shares impracticable or inadvisable, or would materially prejudice trading of the Placing Shares in the secondary market;

- (b) the Listing Committee of the Stock Exchange having granted the approval for the listing of and permission to deal in the Placing Shares and such approval and permission not having been revoked prior to Placing Completion;
- (c) the representations and warranties made by the Company pursuant to the Placing Agreement being true and accurate in all material respects and not misleading as of the date of the Placing Agreement and the Placing Completion Date;
- (d) the Company having complied with all of the agreements and undertakings and satisfied all of the conditions on its part to be complied with or satisfied under the Placing Agreement on or before the Placing Completion Date.

The Company shall use its reasonable endeavours to procure the fulfilment of the Placing Conditions Precedent on or before the Placing Completion Date. The Placing Agent in its sole discretion may waive any of the Placing Conditions Precedent, in whole or in part and with or without conditions, by notice to the Company. In the event that (i) any of the events set out in Placing Condition Precedent (a) occurs at any time between the date of the Placing Agreement and the Placing Completion Date, or (ii) any of conditions set out in Placing Conditions Precedent (b) to (d) has not been satisfied or waived in writing on the dates specified therein, the Placing Agent may elect, in its sole discretion, to terminate the Placing Agreement forthwith.

Placing Completion

Subject to the Placing Conditions Precedent set out in paragraphs (a) to (d) above being satisfied or waived (as applicable) and the relevant terms under the Placing Agreement, the Placing Completion under the Placing Agreement shall occur on 14 February 2025 or such other date, as the parties may agree in writing (the “**Placing Completion Date**”).

ISSUE OF NEW SHARES UNDER THE GENERAL MANDATE

The combination of the Subscription Shares and the Placing Shares represent approximately 11.40% of the total issued share capital of the Company as at the date of this announcement, approximately 10.24% of the total issued share capital of the Company as enlarged by the Share Subscriptions and the Placing (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares).

The Subscription Shares and the Placing Shares will be issued under the General Mandate. As at the date of this announcement, no Share has been issued by the Company under the General Mandate. As such, the maximum number of the new Shares which may be issued by the Company under the General Mandate is 2,500,929,509 Shares, being 20% of the total number of 12,504,647,545 issued Shares as at the date of the 2024 Annual General Meeting. Therefore, the General Mandate is sufficient for the allotment and issue of the Subscription Shares to the Subscribers and the Placing Shares to the Placees. The allotment and issue of the Subscription Shares and the Placing Shares are not subject to any additional Shareholders' approval.

LISTING APPLICATION

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares and the Placing Shares on the Stock Exchange.

CSRC FILINGS

The Company shall complete the CSRC Filings in connection with the issue of the Subscription Shares and the Placing Shares in accordance with applicable laws and regulations.

REASONS FOR THE SUBSCRIPTION AND THE PLACING

The Company is listed on the Stock Exchange (stock code: 136). The Company is an investment holding company. The Group is principally engaged in content production, online streaming and advertising services, online gaming services and manufacturing and sales of accessories.

Under the proposed fundraising, the allotment and issuance of the Subscription Shares and the Placing Shares are expected to provide the Group with definite amount of capital whereby the shareholders base of the Company will also be enlarged and diversified, further strengthening the financial position and market reputation of the Group.

Taking into account the recent market conditions, the Directors consider that raising funds by way of allotment and issue of the Subscription Shares and the Placing Shares would enable the Company to continue to obtain funds at a lower cost, as compared to a rights issue or an open offer. The Board has considered other alternative fundraising methods such as debt financing, rights issue or open offer. The Board has considered that debt financing may incur financial costs on the Group, while rights issue or open offer will involve the issue of listing documents with other application and administrative procedures which may require longer time and incur additional administrative costs as compared to the equity financing by way of allotment and issue of new Shares under the General Mandate.

USE OF PROCEEDS OF THE SHARE SUBSCRIPTIONS AND THE PLACING

The gross proceeds of the Share Subscriptions and the Placing, in aggregate, will be approximately HK\$3,874,999,998 (equivalent to approximately US\$500,000,000). The aggregate net proceeds of the Share Subscriptions and the Placing, after the deduction of related fees and expenses for the Share Subscriptions and the Placing and placing commission for the Placing, will be approximately HK\$3,870,349,998.

The Company intends to apply the net proceeds from the Share Subscriptions and the Placing in the following manner: (a) approximately HK\$3,483,314,998 (or approximately 90%) for the growth and expansion of the business of the Group, including content production, purchase of drama script and copyright and purchase of copyright of films and TV programs, and integrating upstream and downstream resources of the Group's businesses; and (b) approximately HK\$387,035,000 (or approximately 10%) for the Group's general working capital purposes.

EQUITY FUND RAISING OF THE COMPANY DURING THE PAST TWELVE MONTHS

On 4 July 2023, the Company entered into the Independent Subscriber Share Subscription Agreements separately with each of Century Spirit, Cubract Ventures, Fame Mountain and Million Succeed, pursuant to which the Company agreed to allot and issue, and each of Century Spirit, Cubract Ventures, Fame Mountain and Million Succeed agreed to subscribe 500,000,000 subscription shares (in aggregate 2,000,000,000 subscription shares with an aggregate nominal value of HK\$40,000,000) at HK\$1.60 per subscription share, on the respective terms thereunder.

On 4 July 2023, the Company entered into the Water Lily Share Subscription Agreement with Water Lily, pursuant to which the Company agreed to allot and issue, and Water Lily agreed to subscribe 500,000,000 subscription shares (with an aggregate nominal value of HK\$10,000,000) at HK\$1.60 per subscription share, on the terms of the Water Lily Share Subscription Agreement.

The closing of the Water Lily Share Subscription Agreement took place on 10 October 2023 and the closing of the Independent Subscriber Share Subscription Agreements completed on 5 June 2024, the Group received in aggregate the net proceeds of HK\$4,000,000,000, which were intended to be utilized for (a) the development and expansion of the Group's film and online gaming businesses, (b) the expansion of film and television industry chain, and (c) the Group's general working capital purposes, as disclosed in the circular of the Company dated 30 August 2023. For further details of the Previous Share Issuance, please refer to the announcements of the Company dated 4 July 2023, 7 September 2023, 29 November 2023, 28 January 2024, 31 January 2024, 3 April 2024 and 5 June 2024 and the circular of the Company dated 30 August 2023.

As at the date of this announcement, the Group had fully utilized the net proceeds raised from the Previous Share Issuance, further details of which are set out as follows:

| Proposed use of proceeds as disclosed in the circular of the Company dated 30 August 2023 | Allocated amount of net proceeds (HK\$ million) | Utilized amount as at the date of this announcement (HK\$ million) |
|--|--|---|
| The development and expansion of the Group's film and online gaming businesses | 1,130.8 | 1,130.8 |
| The expansion of film and television industry chain | 2,469.2 | 2,469.2 |
| The Group's general working capital purposes | <u>400</u> | <u>400</u> |
| Total | <u>4,000</u> | <u>4,000</u> |

In addition, the Company has issued an aggregate of 1,834,279,307 Shares on 27 December 2024 and 31 December 2024 pursuant to the exercise of warrants in accordance with the warrant instrument of the Company dated 20 January 2021. For details, please refer to the announcements of the Company dated 26 October 2020, 27 October 2020, 18 January 2021 and 20 January 2021; the circular of the Company dated 31 December 2020; and the next day disclosure returns of the Company dated 30 December 2024 and 31 December 2024. The net proceeds raised from the aforementioned issue of new shares upon exercise of warrants were approximately HK\$1,760,908,135 and the entire amount of these net proceeds has not been utilized as at the date of this announcement. It is intended that the entire amount of these net proceeds be used for general corporate purposes as disclosed in the circular of the Company dated 31 December 2020.

Saved as disclosed above, the Company had not conducted any other equity fundraising activity in the past twelve months immediately preceding the date of this announcement.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING THE COMPLETION OF THE SHARE SUBSCRIPTIONS AND THE PLACING

To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, a summary of the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Subscription Closing and the Placing Completion (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares) is set out as below:

| Name of Shareholders | As at the date of this announcement | | Immediately after the Subscription Closing and the Placing Completion (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares) | |
|--|-------------------------------------|------------------------|--|------------------------|
| | Number of Shares | Approximate percentage | Number of Shares | Approximate percentage |
| Directors (note 1) | | | | |
| Mr. Ke Liming (note 2) | 2,627,381,250 | 18.32% | 2,627,381,250 | 16.45% |
| Mr. Yang Ming (note 3) | 1,080,000 | 0.01% | 1,080,000 | 0.01% |
| Substantial Shareholders (other than Mr. Ke Liming) | | | | |
| Water Lily (note 4) | <u>2,545,734,565</u> | <u>17.75%</u> | <u>2,545,734,565</u> | <u>15.94%</u> |
| Sub-total of non-public Shareholders | <u>5,174,195,815</u> | <u>36.08%</u> | <u>5,174,195,815</u> | <u>32.39%</u> |
| Public Shareholders | | | | |
| Sunshine Life | 487,500,000 | 3.40% | 1,141,508,438 | 7.15% |
| TFI Investment | — | — | 490,506,329 | 3.07% |
| The Placees | — | — | 490,506,329 | 3.07% |
| Other Public Shareholders | <u>8,677,231,037</u> | <u>60.52%</u> | <u>8,677,231,037</u> | <u>54.32%</u> |
| Sub-total of public Shareholders | <u>9,164,731,037</u> | <u>63.92%</u> | <u>10,799,752,133</u> | <u>67.61%</u> |
| Total number of issued Shares | <u>14,338,926,852</u> | <u>100.00%</u> | <u>15,973,947,948</u> | <u>100.00%</u> |

Notes:

- As at the date of this announcement, Mr. Zhang Qiang, an executive Director, was interested in 10,000,000 Shares (within the meaning of Part XV of the SFO), being the underlying shares of the share options granted pursuant to the share option scheme of the Company. For the purpose of this announcement, the above table does not include any underlying shares to be issued under any share options granted to the Directors.
- As at the date of this announcement, 2,627,381,250 Shares were indirectly held by Mr. Ke Liming, an executive Director and the Chairman of the Board, through Pumpkin Films Limited, a company wholly-owned by him.

3. As at the date of this announcement, Mr. Yang Ming, a non-executive Director, was directly interested in 1,080,000 Shares.
4. As at the date of this announcement, Water Lily was directly interested in 2,545,734,565 Shares. Water Lily is a wholly-owned subsidiary of Tencent Holdings Limited (a substantial shareholder of the Company).
5. Certain figures included in the table above have been rounded to the nearest integer or two decimal places. Any discrepancies between the total shown and the sum of the amounts listed are due to rounding.

As the Subscription Closing and the Placing Completion are subject to the fulfilment of the respective conditions under the Subscription Agreements and the Placing Agreement, the Share Subscriptions and the Placing may or may not proceed. Shareholders and potential investors are reminded that the Subscription Closing and the Placing Completion are not inter-conditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings.

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|-------------------------------|---|
| “2024 Annual General Meeting” | the annual general meeting of the Company held on 18 June 2024 |
| “Board” | the board of Directors |
| “Century Spirit” | Century Spirit Investments Limited, a company incorporated in the British Virgin Islands with limited liability |
| “Company” | China Ruyi Holdings Limited (中國儒意控股有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 136) |
| “connected person(s)” | has the meaning ascribed thereto in the Listing Rules |
| “CSRC” | China Securities Regulatory Commission |
| “CSRC Filing Rules” | Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) and supporting guidelines issued by the CSRC (effective from 31 March 2023), as amended, supplemented or otherwise modified from time to time |

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| “CSRC Filings” | any and all letters, filings, correspondences, communications, documents, responses, undertakings and submissions in writing, orally or in any form, including any amendments, supplements and/or modifications thereof, made or to be made to the CSRC, relating to or in connection with the issue of the Subscription Shares and the Placing Shares pursuant to the CSRC Filing Rules and other applicable laws, regulations and requirements of the CSRC |
| “Cubract Ventures” | Cubract Ventures Limited, a company incorporated in the Cayman Islands with limited liability |
| “Director(s)” | the director(s) of the Company |
| “Fame Mountain” | Fame Mountain Limited (譽山有限公司), a company incorporated in the British Virgins Islands with limited liability |
| “General Mandate” | the general mandate granted by the Shareholders at the 2024 Annual General Meeting, pursuant to which the Directors were authorised to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares then existing, that is a total of 2,500,929,509 Shares |
| “Group” | collectively, the Company and its subsidiaries and controlled entities |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “Independent Subscriber Share Subscription Agreements” | the share subscription agreements the Company entered into separately with each of Century Spirit, Cubract Ventures, Fame Mountain and Million Succeed, pursuant to which the Company agreed to allot and issue, and each of Century Spirit, Cubract Ventures, Fame Mountain and Million Succeed agreed to subscribe 500,000,000 subscription shares (in aggregate 2,000,000,000 subscription shares with an aggregate nominal value of HK\$40,000,000) at HK\$1.60 per subscription share, on the respective terms thereunder |
| “Independent Third Parties” | third party(ies) independent of and not connected with the Company and its connected persons |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |

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| “Million Succeed” | Million Succeed Development Limited (成萬發展有限公司), a company incorporated in the British Virgins Islands with limited liability |
| “PRC” | the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Placee(s)” | any professional, institutional or other investor(s) procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares pursuant to the Placing Agreement |
| “Placing” | the placing, on a best effort basis, of up to 490,506,329 Placing Shares on and subject to the terms and conditions set out in the Placing Agreement |
| “Placing Agent” | TFI Securities and Futures Limited, being a corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in future contracts) and Type 4 (advising on securities) regulated activities under the SFO |
| “Placing Agreement” | the conditional placing agreement dated 27 January 2025 (after trading hours) entered into between the Company and the Placing Agent in relation to the Placing |
| “Placing Completion” | the completion of the Placing |
| “Placing Completion Date” | has the meaning ascribed thereto under the paragraph headed “The Placing Agreement — Placing Completion” in this announcement |
| “Placing Conditions Precedent” | the conditions precedent set out under the paragraphs headed “The Placing Agreement — Conditions of the Placing” in this announcement |
| “Placing Price” | HK\$2.37 per Placing Share (exclusive of any brokerage, SFC transaction levy, Stock Exchange trading fee and the Accounting and Financial Reporting Council levy as may be payable) |
| “Placing Share(s)” | an aggregate of 490,506,329 new Shares to be placed pursuant to the Placing Agreement and to be issued under the General Mandate, each a “Placing Share” |
| “Previous Share Issuance” | the share issuance pursuant to the Water Lily Share Subscription Agreement and the Independent Subscriber Share Subscription Agreements |

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| “SFC” | the Securities and Futures Commission |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share Subscriptions” | the subscription and issue of the Subscription Shares pursuant to the Subscription Agreements |
| “Share(s)” | the ordinary share(s) in the share capital of the Company |
| “Shareholder(s)” | holder(s) of share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription Agreements” | collectively, the Sunshine Life Subscription Agreement and the TFI Investment Subscription Agreement |
| “Subscription Closing” | the completion of the Share Subscriptions |
| “Subscription Closing Date” | has the meaning ascribed thereto under the paragraph headed “The Subscription Agreements — Subscription Closing” in this announcement |
| “Subscription Conditions Precedent” | the conditions precedent set out under the paragraphs headed “The Subscription Agreements — Conditions Precedent under the Subscription Agreements” in this announcement |
| “Subscription Price” | HK\$2.37 per Subscription Share |
| “Subscription Share(s)” | an aggregate of 1,144,514,767 new Shares to be issued and allotted by the Company under the General Mandate to the Subscribers pursuant to the terms and conditions of the Subscription Agreements, each a “Subscription Share” |
| “substantial shareholder(s)” | has the meaning ascribed thereto in the Listing Rules |
| “Sunshine Insurance” | Sunshine Insurance Group Company Limited (陽光保險集團股份有限公司), a joint stock company established on 27 June 2007 in the PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6963) |
| “Sunshine Life” | Sunshine Life Insurance Corporation Limited (陽光人壽保險股份有限公司), a joint stock company established in the PRC with limited liability which is owned as to approximately 99.9999% by Sunshine Insurance as at the date of this announcement |

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| “Sunshine Life Subscription Agreement” | the share subscription agreement dated 27 January 2025 (after trading hours) entered into between the Company as the issuer and Sunshine Life as the subscriber in relation to the subscription of 654,008,438 Subscription Shares at the Subscription Price |
| “TFI Investment” | TFI Investment Fund SPC, an exempted company incorporated under the laws of the Cayman Islands and registered as a segregated portfolio company |
| “TFI Investment Subscription Agreement” | the share subscription agreement dated 27 January 2025 (after trading hours) entered into between the Company as the issuer and TFI Investment as the subscriber in relation to the subscription of 490,506,329 Subscription Shares at the Subscription Price |
| “US\$” | United States Dollars, the lawful currency of the United States of America |
| “Water Lily” | Water Lily Investment Limited |
| “Water Lily Share Subscription Agreement” | the share subscription agreement the Company entered into with Water Lily, pursuant to which the Company agreed to allot and issue, and Water Lily agreed to subscribe 500,000,000 subscription shares (with an aggregate nominal value of HK\$10,000,000) at HK\$1.60 per subscription share |
| “%” | per cent |

In this announcement, amounts in US\$ are translated into HK\$ on the basis of US\$1.00 = HK\$7.75. The conversion rate is for illustration purposes only and should not be taken as a representation that US\$ could actually be converted into HK\$ at such rate or at all.

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

Hong Kong, 28 January 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.