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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)

ENTERING INTO OF SUPPLEMENTAL AGREEMENT REGARDING ISSUE OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of China Ruyi Holdings Limited (中國儒意控股有限公司) (the "**Company**") dated 1 August 2025 in relation to the issue of new shares pursuant to the General Mandate (the "**Announcement**") and the announcement dated 18 August 2025 in relation to the issue of 1st Tranche Subscription Shares under the General Mandate. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

On 11 September 2025, the Company entered into a supplemental agreement to the Subscription Agreement with the Subscriber (the "**Subscription Supplemental Agreement**") and a supplemental agreement to the Placing Agreement with the Placing Agent (the "**Placing Supplemental Agreement**"). The principal terms of the Subscription Supplemental Agreement and the Placing Supplemental Agreement are as follows:

1. The parties have agreed to aggregate the allotment and issue of the 2nd Tranche Subscription Shares (455,000,000 Subscription Shares) and the 3rd Tranche Subscription Shares (455,000,000 Subscription Shares). Accordingly, the number of shares under the 2nd Tranche Subscription shall be amended to 910,000,000 Subscription Shares.

2. The Subscriber has notified the Company that the Designated Person of the 2nd Tranche Subscription Shares shall be Infini Global Master Fund.

3. Pursuant to the Subscription Agreement, if any condition of the Subscription Agreement has not been satisfied (or, if applicable, waived by the Subscriber) by the expiry of thirty Business Days following the date of the Subscription Agreement (the "**Subscription Long Stop Date**") (or such other time and date as may be agreed in writing between the Company and the Subscriber), the Subscription Agreement shall cease and terminate. As of the date of this announcement, the key conditions precedent for the 2nd Tranche Subscription have not been satisfied nor waived. Key conditions precedent which have not been satisfied nor waived specifically refer to the written consent(s) from limited partner(s) of the Infini Global Master Fund representing 50% or more of

the limited partnership interest of the Infini Global Master Fund obtained by the Subscriber for the 2nd Tranche Subscription, and the approval granted by the Stock Exchange for the listing of, and permission to deal in, the 2nd Tranche Subscription Shares. As additional time is required to satisfy the aforementioned conditions precedent, the Company and the Subscriber have agreed to extend the Subscription Long Stop Date of the 2nd Tranche Subscription to "the expiry of thirty Business Days and three calendar months" and the aforementioned conditions precedent are expected to be satisfied within three calendar months.

4. Pursuant to the Placing Agreement, the Placing Agent was engaged primarily to facilitate the settlement and dematerialization of the Subscription Shares under the Subscription Agreement, which was a request of the Subscriber. Therefore, the Company and the Placing Agent have agreed to extend the long stop date of the Placing to the Subscription Long Stop Date.

Except for the above amendments, all terms and conditions of the Subscription Agreement and the Placing Agreement shall remain unchanged and shall continue in full force and effect.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 12 September 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.