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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND
THE SPECIAL GENERAL MEETING HELD ON 28 JUNE 2023;
(2) RESIGNATION OF EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND
(4) CHANGE OF BUILDING NAME OF PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

References are made to (i) the notice of annual general meeting of China Ruyi Holdings Limited (the “**Company**”) (the “**AGM**”) dated 5 June 2023; (ii) the circular of the AGM dated 5 June 2023 (the “**AGM Circular**”); (iii) the notice of special general meeting of the Company (the “**SGM**”) dated 12 June 2023; and (iv) the circular of the Company dated 12 June 2023 in relation to the 2023 Game Cooperation Framework Agreement (the “**CCT Circular**”). In this announcement, unless the context otherwise requires, capitalised terms shall have the meanings given to them in the AGM Circular and/or the CCT Circular.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, acted as the scrutineer at the AGM and the SGM for the purpose of vote-taking.

Mr. Chau Shing Yim, David and Mr. Nie Zhixin attended the AGM and SGM either in person or by electronic means. Mr. Ke Liming, Ms. Chen Xi, Mr. Wan Chao, Mr. Zhang Qiang, Mr. Chen Haiquan and Professor Shi Zhuomin were unable to attend the AGM and SGM due to their other work commitments.

POLL RESULTS OF THE AGM

The AGM was held on 28 June 2023. The AGM was chaired by Mr. Chau Shing Yim, David, an independent non-executive Director.

As at the date of the AGM, the Company had 10,004,647,545 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring any Shareholders to abstain from voting at the AGM under the Listing Rules.

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

Ordinary Resolutions		Number of Votes cast (approximate % of number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and adopt the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 December 2022.	2,389,703,256 (99.96%)	948,000 (0.04%)	2,390,651,256
2.(a)	To appoint Mr. Yang Ming as a non-executive director of the Company.	2,384,308,556 (99.74%)	6,130,700 (0.26%)	2,390,439,256
2.(b)	To re-elect Mr. Chau Shing Yim, David as an independent non-executive director of the Company.	2,094,025,443 (87.6%)	296,413,812 (12.4%)	2,390,439,255
2.(c)	To re-elect Professor Shi Zhuomin as an independent non-executive director of the Company.	2,387,503,256 (99.88%)	2,936,000 (0.12%)	2,390,439,256
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	2,390,078,458 (99.98%)	360,798 (0.02%)	2,390,439,256
4.	To re-appoint Messrs. PricewaterhouseCoopers as auditors and to authorise the Board to fix their remuneration.	2,389,527,456 (99.96%)	911,800 (0.04%)	2,390,439,256
5.	To grant a general mandate to the directors of the Company to issue, allot and deal with shares not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution. [#]	2,052,813,503 (85.88%)	337,625,753 (14.12%)	2,390,439,256
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution. [#]	2,390,007,456 (99.98%)	431,800 (0.02%)	2,390,439,256
7.	To extend the general mandate to issue shares granted to the directors of the Company by resolution no. 5 by adding the number of shares repurchased pursuant to the general mandate granted by resolution no. 6. [#]	2,057,325,903 (86.06%)	333,113,353 (13.94%)	2,390,439,256

Ordinary Resolutions		Number of Votes cast (approximate % of number of votes cast)		Total number of votes cast
		For	Against	
8.	To approve the adoption of the new share option scheme and the termination of the share option scheme adopted by the Company on 31 October 2013. [#]	2,074,315,018 (86.78%)	316,124,238 (13.22%)	2,390,439,256
9.	To approve, conditional on the passing of the resolution no. 8, the adoption of the scheme mandate limit, representing 10% of the total number of shares of the Company in issue as at the date of passing this resolution. [#]	2,074,315,018 (86.78%)	316,124,238 (13.22%)	2,390,439,256
10.	To approve, conditional on the passing of the resolution no. 8, the adoption of the service provider sub-limit, representing 5% of the total number of shares of the Company in issue as at the date of passing this resolution. [#]	2,074,315,018 (86.78%)	316,124,238 (13.22%)	2,390,439,256

[#] The full texts of the resolutions no. 5–10 are set out in the notice of the AGM.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1. to 10., all of the above ordinary resolutions were duly passed by the Shareholders at the AGM.

POLL RESULTS OF THE SGM

The SGM was held on 28 June 2023. The SGM was chaired by Mr. Chau Shing Yim, David, an independent non-executive Director.

As at the date of the SGM, the Company had 10,004,647,545 Shares in issue. As disclosed in the SGM Circular, as Water Lily Investment Limited and its associate(s), which held 2,045,734,565 Shares as at the date of the SGM, have a material interest in the 2023 Game Cooperation Framework Agreement which is different from other Shareholders, they were required to abstain and had abstained from voting on the resolution at the SGM. As such, the Independent Shareholders representing 7,958,912,980 Shares were entitled to attend and vote on the resolution proposed at the SGM. Save as disclosed above, there were no restrictions on any Shareholders casting vote(s) on the proposed resolution at the SGM, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution 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 at the SGM under the Listing Rules.

The poll result in respect of the ordinary resolution proposed at the SGM was as follows:

Ordinary Resolution		Number of Votes cast (approximate % of number of votes cast)		Total number of votes cast
		For	Against	
1.	To approve, among others, the 2023 Game Cooperation Framework Agreement and the transactions contemplated thereunder and the proposed Annual Caps for the three years ending 31 December 2025. [#]	2,389,617,197 (100.00%)	0 (0.00%)	2,389,617,197

[#] The full texts of the resolution is set out in the notice of the SGM.

As more than 50% of the votes were cast in favour of the above ordinary resolution, the above ordinary resolution was duly passed by the Independent Shareholders at the SGM.

RESIGNATION OF EXECUTIVE DIRECTOR AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR

As disclosed in the AGM Circular, Mr. Wan Chao (“**Mr. Wan**”) has resigned as an executive Director due to his personal work adjustment, with effect from the appointment of a new non-executive Director by way of an ordinary resolution by Shareholders at the AGM. Mr. Wan has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board is pleased to announce that pursuant to resolution numbered 2.(a) passed by the Shareholders at the AGM, Mr. Yang Ming (“**Mr. Yang**”) has been appointed as a non-executive Director. Mr. Yang has entered into a letter of appointment with the Company, pursuant to which Mr. Yang agrees to act as a non-executive Director for a term of three years commencing from 28 June 2023. According to the letter of appointment, Mr. Yang does not receive any remuneration or director’s fee for his position of non-executive Director. Mr. Yang is subject to retirement by rotation and re-election in accordance with the Bye-laws. Please refer to the AGM Circular for the biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of Mr. Yang. As at the date of this announcement, there has been no change to such information.

The Board hereby would like to take this opportunity to extend sincere gratitude to Mr. Wan for his valuable contributions during his term of office to the Company and also to welcome Mr. Yang to his new position.

CHANGE OF BUILDING NAME OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board further announces that the building name of the principal place of business in Hong Kong of the Company has been changed from “China Evergrande Centre” to “YF Life Centre”. Therefore, the principal place of business in Hong Kong of the Company is updated as 15th Floor, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong, with effect from 23 June 2023.

Saved for the change of the building name, the physical location of the Company’s principal place of business in Hong Kong remains unchanged.

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

Hong Kong, 28 June 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.