



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 December 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Ruyi Holdings Limited

Date Submitted: 07 January 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	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 and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes
Stock code (if listed)	00136	Description			
	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month	12,504,647,545	0	12,504,647,545		
Increase / decrease (-)	1,834,279,307	0			
Balance at close of the month	14,338,926,852	0	14,338,926,852		

III. Details of Movements in Issued Shares and/or Treasury Shares

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

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)			Yes	
Stock code (if listed)		00136	Description						
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	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury 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	Exercised - new shares involved	0	181,917,000	0	0	181,917,000	0
			Exercised - treasury shares involved	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	Exercised - new shares involved	0	0	0	0	0	1,000,464,754
			Exercised - treasury shares involved	0					
General Meeting approval date (if applicable) 28 June 2023									

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (AA1)

Decrease in treasury shares: _____ 0 Ordinary shares (AA2)

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

1. Class of shares		Ordinary shares	Type of shares	Not applicable		Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)		00136	Description						
Description of Warrants		Currency	Nominal value at close of preceding month	Movement during the month		Nominal value at close of the month	Number of new shares issued during the month pursuant thereto (B1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (B2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Warrants issued on 20 January 2021 (See Remarks)	HKD	36,685,586.14	Exercised	-22,000,000	0	1,834,279,307	0	0
					-14,685,586.14				
Stock code of the Warrant (if listed on the Exchange) (Note 1)									
Subscription price		HKD	0.96						
Date of expiry		31 December 2024							
General Meeting approval date (if applicable)		18 January 2021							

Increase in issued shares (excluding treasury shares): 1,834,279,307 Ordinary shares (BB1)

Decrease in treasury shares: 0 Ordinary shares (BB2)

Remarks:

On 27 December 2024 and 31 December 2024, 1,100,000,000 ordinary shares and 734,279,307 ordinary shares were issued by the Company respectively 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.

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

Not applicable

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

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	<u>1,834,279,307</u>	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	<u>0</u>	Ordinary shares

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

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts 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 carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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 all 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, sale or transfer;
- (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. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable 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, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.