



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: 28 February 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Ruyi Holdings Limited

Date Submitted: 06 March 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		14,338,926,852	0	14,338,926,852		
Increase / decrease (-)		1,144,514,767	0			
Balance at close of the month		15,483,441,619	0	15,483,441,619		

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
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
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

Not applicable

(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)

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 other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Proposed issue and allotment of ordinary shares to Tencent Mobility Limited or its designated parties (i) under the specific mandate to be obtained at a special general meeting of the Company and (ii) pursuant to the equity transfer agreement of the Company dated 13 January 2025 in relation to the acquisition of a total of 30% equity interest of Beijing Yonghang Technology Company Limited. For further details, please refer to the announcement of the Company dated 13 January 2025.			0	0	36,666,667
2).	Proposed issue and allotment of ordinary shares to Sunshine Life Insurance Corporation Limited ("Sunshine Life") (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 18 June 2024 and (ii) pursuant to the share subscription agreement entered into between the Company and Sunshine Life dated 27 January 2025. On 27 February 2025, 654,008,438 shares were issued and allotted to Sunshine Life. For further details, please refer to the announcement of the Company dated 28 January 2025.		18 June 2024	654,008,438	0	0
3).	Proposed issue and allotment of ordinary shares to TFI Investment Fund SPC ("TFI Investment") (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 18 June 2024 and (ii) pursuant to the share subscription agreement entered into between the Company and TFI Investment (for and on behalf of TFI Explorer SP) dated 27 January 2025. For further details, please refer to the announcements of the Company dated 28 January 2025 and 14 February 2025.		18 June 2024	0	0	490,506,329
4).	Proposed issue and allotment of ordinary shares to not less than six placees (i) under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 18 June 2024 and (ii) pursuant to the placing agreement entered into between the Company and TFI Securities and Futures Limited (as placing agent) dated 27 January 2025. 160,280,000 shares and 330,226,329 shares were issued and allotted pursuant to the placing agreement on 14 February 2025 and 18 February 2025, respectively. For further details, please refer to the announcement of the Company dated 28 January 2025.		18 June 2024	490,506,329	0	0

Increase in issued shares (excluding treasury shares): 1,144,514,767 Ordinary shares (DD1)

Decrease in treasury shares: 0 Ordinary shares (DD2)

(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>1,144,514,767</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.