



# 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)

### PROXY FORM FOR SPECIAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 26 MARCH 2025 AND AT ANY ADJOURNMENT THEREOF

I/We<sup>(a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
ordinary shares<sup>(b)</sup> of HK\$0.02 each in the share capital of China Ruyi Holdings Limited (the “Company”), **HEREBY APPOINT THE  
CHAIRMAN OF THE MEETING<sup>(c)</sup>**, or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the special general meeting of the Company to be held at 11:00 a.m. on Wednesday, 26 March 2025, at Room 3701, 37/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolution set out in the notice dated 7 March 2025 (the “Notice”) convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below. The full text of the resolution is set out in the Notice. Terms defined in the Notice have the same meanings when used in this proxy form.

ORDINARY RESOLUTION		FOR <sup>(d)</sup>	AGAINST <sup>(d)</sup>
1.	<p>(a) To confirm, approve and ratify the Equity Transfer Agreement and the transactions contemplated thereunder and any other ancillary documents.</p> <p>(b) To approve the grant of the Specific Mandate to the Directors to allot and issue the 36,666,667 Consideration Shares to Tencent Hong Kong or its designated parties.</p> <p>(c) To authorize any one Director to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Equity Transfer Agreement and any ancillary documentation and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Board or a committee thereof, in the interest of the Company and the Shareholders as a whole.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025 Signature(s)<sup>(e)</sup>: \_\_\_\_\_

**Notes:**

- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (c) If any proxy other than the chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- (e) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised.
- (f) Where there are joint holders of any share, any one of such joint holder may vote by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders tender their votes by proxy, the vote of the senior will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- (g) To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting.
- (h) The proxy need not be a member of the Company.
- (i) This form of proxy has been printed in English and Chinese. In the event of any inconsistency, the English text of this form of proxy shall prevail over its Chinese text.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.