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If you have sold or transferred all your Shares in China Ruyi Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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) REVISION OF EXISTING 2024 AND 2025 ANNUAL CAPS FOR
CONTINUING CONNECTED TRANSACTION IN RELATION TO
THE 2023 GAME COOPERATION FRAMEWORK AGREEMENT;
(2) NOTICE OF SGM; AND
(3) CLOSURE OF REGISTER OF MEMBERS**

Independent financial adviser to the Company



Capitalised terms used in this cover shall have the same meanings as defined in this circular. A letter from the Board is set out on pages 5 to 17 of this circular. A notice convening the special general meeting of the Company (the “SGM”) to be held at 11:00 a.m. on Wednesday, 18 December 2024 at Room 3701, 37/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use by the Shareholders at the SGM (and at any adjournment thereof) is also enclosed herein.

Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and returning it to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person should you so wish and in such event, the authority of the proxy shall be deemed to be revoked.

29 November 2024

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“2023 Game Cooperation Framework Agreement”	the continuing connected transaction agreement dated 22 February 2023 entered into between Beijing Jingxiu and Tencent Computer, pursuant to which the parties agreed that, (1) Tencent Representative Companies and Beijing Jingxiu shall carry out Distribution Cooperation, (2) Tencent Representative Companies and Beijing Jingxiu shall carry out Joint Operation Cooperation and (3) Beijing Jingxiu shall provide Marketing Services to Tencent Representative Companies
“Announcement”	the announcement of the Company dated 8 November 2024 in relation to the revision of existing 2024 and 2025 annual caps for continuing connected transactions in relation to the 2023 Game Cooperation Framework Agreement
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Jingxiu”	Beijing Ruyi Jingxiu Network Technology Co., Ltd.* (北京儒意景秀網絡科技有限公司) (formerly known as Shenzhen Jingxiu Network Technology Co., Ltd.* (深圳市景秀網絡科技有限公司)), a company established in the PRC with limited liability and a subsidiary of the Company
“Board”	the board of directors of the Company
“CCT Announcement”	the announcement of the Company dated 22 February 2023 in relation to the 2023 Game Cooperation Framework Agreement entered into between Beijing Jingxiu and Tencent Computer
“CCT Circular”	the circular of the Company dated 12 June 2023 in relation to, among others, the 2023 Game Cooperation Framework Agreement entered into between Beijing Jingxiu and Tencent Computer
“Company”	China Ruyi Holdings Limited (中國儒意控股有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 136)
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules

DEFINITIONS

“Cooperation Products”	the games developed and/or operated by the Tencent Group or of which the Tencent Group owns the IP rights for which the Group provides relevant distribution, joint operation and/or marketing services in the PRC under the continuing connected transactions
“Director(s)”	the director(s) of the Company
“Distribution Cooperation”	has the meaning ascribed thereto under the section headed “The 2023 Game Cooperation Framework Agreement” in this circular
“Existing Annual Caps”	the Revised 2023 Receivable Annual Cap, the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap (as the case may be)
“Existing 2024 Receivable Annual Cap”	the annual cap in respect of the total amount receivable by Beijing Jingxiu from Tencent Representative Companies for the year ending 31 December 2024 as approved by the Independent Shareholders at the special general meeting of the Company held on 28 June 2023
“Existing 2025 Receivable Annual Cap”	the annual cap in respect of the total amount receivable by Beijing Jingxiu from Tencent Representative Companies for the year ending 31 December 2025 as approved by the Independent Shareholders at the special general meeting of the Company held on 28 June 2023
“Existing Businesses”	has the meaning ascribed thereto under the section headed “Reasons for and benefits of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap” in this circular
“Group”	the Company, its subsidiaries and controlled entities
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising Mr. Chau Shing Yim, David, Mr. Nie Zhixin, Mr. Chen Haiquan and Professor Shi Zhuomin, being the independent non-executive Directors, formed to advise the Independent Shareholders on the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap

DEFINITIONS

“Independent Financial Adviser”	Maxa Capital Limited, being appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap
“Independent Shareholders”	Shareholders other than Water Lily Investment Limited and its respective associates
“Joint Operation Cooperation”	has the meaning ascribed thereto under the section headed “The 2023 Game Cooperation Framework Agreement” in this circular
“Latest Practicable Date”	25 November 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Marketing Services”	has the meaning ascribed thereto under the section headed “The 2023 Game Cooperation Framework Agreement” in this circular
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Revised 2023 Receivable Annual Cap”	has the meaning ascribed thereto under the section headed “The 2023 Game Cooperation Framework Agreement” in this circular
“Revised 2023 Receivable Annual Cap Announcement”	the announcement of the Company dated 22 November 2023 in relation to the Revised 2023 Receivable Annual Cap
“Revised 2023 Receivable Annual Cap Circular”	the circular of the Company dated 4 December 2023 in relation to, among others, the Revised 2023 Receivable Annual Cap
“Revised 2024 Receivable Annual Cap”	the proposed annual cap in respect of the total amount receivable by Beijing Jingxiu from Tencent Representative Companies for the year ending 31 December 2024
“Revised 2025 Receivable Annual Cap”	the proposed annual cap in respect of the total amount receivable by Beijing Jingxiu from Tencent Representative Companies for the year ending 31 December 2025

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened on 18 December 2024, for the Independent Shareholders to consider, and vote on, the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Tencent Computer”	Shenzhen Tencent Computer Systems Company Limited* (深圳市騰訊計算機系統有限公司), a company established in the PRC and a subsidiary of Tencent Holdings
“Tencent Group”	Tencent Holdings and its subsidiaries
“Tencent Holdings”	Tencent Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 700) and the controlling shareholder of Tencent Computer
“Tencent Representative Companies”	Tencent Group, but excluding (i) China Literature Limited, its subsidiaries and its controllable companies through contractual arrangements; and (ii) Tencent Music Entertainment Group, its subsidiaries, and its controllable companies through contractual arrangements
“Water Lily”	Water Lily Investment Limited, a Shareholder which held 2,545,734,565 Shares as at the Latest Practicable Date and is indirectly wholly-owned by Tencent Holdings
“%”	per cent.

* *In this circular, the English translation of certain Chinese names, entities and addresses is included for information purpose only and should not be regarded as official English translation of such Chinese names, entities and addresses.*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ke Liming (*Chairman*)

Mr. Zhang Qiang

Non-executive Director:

Mr. Yang Ming

Independent Non-executive Directors:

Mr. Chau Shing Yim, David

Mr. Nie Zhixin

Mr. Chen Haiquan

Professor Shi Zhuomin

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 3701, 37/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

29 November 2024

To the Shareholders

Dear Sir or Madam,

- (1) REVISION OF EXISTING 2024 AND 2025 ANNUAL CAPS FOR
CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
THE 2023 GAME COOPERATION FRAMEWORK AGREEMENT;
(2) NOTICE OF SGM; AND
(3) CLOSURE OF REGISTER OF MEMBERS**

INTRODUCTION

References are made to (i) the CCT Announcement and the CCT Circular, in relation to, among others, the 2023 Game Cooperation Framework Agreement entered into between Beijing Jingxiu and Tencent Computer on 22 February 2023 in respect of the cooperation of Beijing Jingxiu and Tencent Representative Companies in the field of gaming; (ii) the Revised 2023 Receivable Annual Cap Announcement and the Revised 2023 Receivable Annual Cap Circular in relation to the Revised 2023 Receivable Annual Cap; and (iii) the Announcement.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) further details of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap; (ii) the recommendations of the Independent Board Committee; (iii) the advice of the Independent Financial Adviser; and (iv) notice of the SGM.

THE 2023 GAME COOPERATION FRAMEWORK AGREEMENT

The major terms of the 2023 Game Cooperation Framework Agreement are set out below:

Date

22 February 2023

Parties

- (1) Beijing Jingxiu, a subsidiary of the Company; and
- (2) Tencent Computer, a subsidiary of Tencent Holdings and an associate of the connected person of the Company.

Term

The term of the 2023 Game Cooperation Framework Agreement is from 22 February 2023 to 31 December 2025.

Principal terms

- (1) *Distribution and operation of the Cooperation Products by Beijing Jingxiu (“Distribution Cooperation”)*

Tencent Representative Companies agreed to license Beijing Jingxiu to distribute and operate the Cooperation Products as (i) exclusive distributor; or (ii) distributor on certain platforms. Beijing Jingxiu will act as the distributor of the Cooperation Products and directly derive income from the end users of the Cooperation Products on the platform. Tencent Representative Companies shall provide to Beijing Jingxiu intellectual property rights licensing and/or content update and maintenance services in respect of the Cooperation Products. Depending on the needs of Cooperation Products, Beijing Jingxiu shall pay to Tencent Representative Companies (i) intellectual property license fees (if applicable); (ii) content update and maintenance fees of cooperation game (if applicable); and/or (iii) other fees negotiated by the parties, including discretionary bonus determined with reference to the revenue generated from the Cooperation Products and fees for such other distribution and operation services incidental to the Distribution Cooperation.

The payment and settlement terms of such fees payable by Beijing Jingxiu shall be separately agreed between the relevant parties in the implementation agreements to be entered into pursuant to the terms of the 2023 Game Cooperation Framework Agreement.

LETTER FROM THE BOARD

(2) *Joint distribution and operation of games by Tencent Representative Companies and Beijing Jingxiu (“Joint Operation Cooperation”)*

Tencent Representative Companies and Beijing Jingxiu agreed to jointly distribute and operate the Cooperation Products, and the parties shall be responsible for managing the settlement of fees on different platforms based on actual demand as agreed between the parties. Tencent Representative Companies and Beijing Jingxiu shall directly derive income from the end users of the Cooperation Products on the platforms which they are responsible for, and then pay each other (as the case may be) relevant fees.

The platforms or scope of channels for which each party is responsible, and payment and settlement terms of such fees payable and/or receivable (as the case may be) by each party shall be separately agreed between the respective parties in the implementation agreements to be entered into pursuant to the terms of the 2023 Game Cooperation Framework Agreement.

(3) *Marketing services provided by Beijing Jingxiu (“Marketing Services”)*

Beijing Jingxiu agreed to provide marketing and advertising services to Tencent Representative Companies. Through the linkage between films and games, Beijing Jingxiu will leverage on its strengths in the film and television field to formulate specific marketing plans for the promotion of the Cooperation Products, including but not limited to designing and executing game marketing plans, promotion planning and video content production. Apart from the existing Marketing Services provided to the Cooperation Products, Beijing Jingxiu will also utilise the market planning and online advertising resources of the Group in formulating and implementing marketing strategy and campaign, including but not limited to organising e-sport events or industry expos, deploying marketing and publicity campaign through the Group’s online streaming platform, to assist Tencent Representative Companies in increasing its overall brand awareness, enhancing its publicity and market presence in the field of online gaming.

The payment and settlement terms of relevant marketing services fees or service bonus (where applicable) payable by Tencent Representative Companies to Beijing Jingxiu shall be separately determined between the respective parties in the implementation agreements to be entered into pursuant to the terms of the 2023 Game Cooperation Framework Agreement.

Pricing policies

The revenue sharing and/or service fees payable and receivable (as the case may be) by the Group to/from Tencent Representative Companies shall be determined after arm’s length negotiations between the parties with reference to (i) the prevailing market price and (ii) taking into account various commercial factors, such as the nature, popularity, quality and commercial potential, in respect of the relevant games. The Group will only enter into the cooperation agreement with the Tencent Group when the agreement is in the best interests of the Company and the Shareholders as a whole. In any event, all of the above fees payable and receivable (as the case may be) by Beijing Jingxiu to/from Tencent Representative Companies shall be not more favourable to Tencent Representative Companies nor less favourable to Beijing Jingxiu than those paid or charged by any independent third party under the same or similar conditions. The Group will

LETTER FROM THE BOARD

review such fees from time to time by comparing them against the fees receivable by the Group from any independent third party for comparable cooperation. Particularly, to the extent there are comparable services and/or cooperation, the Group will on a quarterly basis review the prevailing market benchmark pricing terms of at least three independent third parties for the provision of similar types of services under the same or similar conditions. A dedicated team led by the Chief Financial Officer and the Chief Technology Officer of the Group will conduct comparison analysis on the fees receivable by Beijing Jingxiu from Tencent Representative Companies against the pricing terms offered by other independent third parties.

Relevant annual caps

The 2023 Game Cooperation Framework Agreement, the transactions contemplated thereunder and the relevant annual caps for the three years ending 31 December 2025 were approved by the Independent Shareholders at the special general meeting of the Company held on 28 June 2023. Please refer to the CCT Announcement and the CCT Circular for further details of the 2023 Game Cooperation Framework Agreement.

In a special general meeting of the Company held on 19 December 2023, the Independent Shareholders approved the annual cap in respect of the total amount receivable by Beijing Jingxiu from Tencent Representative Companies for the year ended 31 December 2023 to be increased from RMB700 million to RMB1,200 million (the “**Revised 2023 Receivable Annual Cap**”). Please refer to the Revised 2023 Receivable Annual Cap Announcement and the Revised 2023 Receivable Annual Cap Circular for further details.

PROPOSED REVISION OF THE EXISTING 2024 RECEIVABLE ANNUAL CAP AND THE EXISTING 2025 RECEIVABLE ANNUAL CAP

During a recent review by the Board on the existing continuing connected transactions of the Group, the Board anticipates that the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap may not be sufficient to meet the needs of the Group. As such, the Board has resolved to revise each of the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap from RMB700 million to RMB1,300 million.

Historical transaction amounts

The table below shows (1) the total amounts received by the Group from Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement for the year ended 31 December 2023 and for the six months ended 30 June 2024; and (2) the Existing Annual Caps:

	For the year ended 31 December 2023	For the six months ended 30 June 2024
	<i>(RMB million)</i>	
Total amounts received by the Group from Tencent Representative Companies	1,139	600
Existing Annual Caps	1,200 ⁽¹⁾	700 ⁽²⁾

LETTER FROM THE BOARD

Note (1): It refers to the Revised 2023 Receivable Annual Cap.

Note (2): It refers to the Existing 2024 Receivable Annual Cap.

The Company has been monitoring the transaction amounts of the continuing connected transactions under the 2023 Game Cooperation Framework Agreement from time to time. The Directors confirm that, based on the Company's unaudited financial information, the Existing 2024 Receivable Annual Cap under the 2023 Game Cooperation Framework Agreement has not been exceeded as at the Latest Practicable Date.

The Existing Annual Caps, the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap

The Existing Annual Caps, the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap for the total amount receivable by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement are as follows:

	For the year ending	
	31 December	
	2024	2025
	<i>(RMB million)</i>	
Existing Annual Caps⁽¹⁾	700	700
Revised 2024 Receivable Annual Cap/ Revised 2025 Receivable Annual Cap	1,300	1,300

Note (1): The total amount receivable by the Group from Tencent Representative Companies is (a) the relevant fees payable by Tencent Representative Companies to the Group after Tencent Representative Companies derive income from the end users of the Cooperation Products, which are jointly operated and distributed by the parties, on the platform they are responsible for; and (b) marketing service fees. For details of the relevant cooperation and provision of services, please refer to the CCT Circular.

Basis for the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap

The Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap had been determined with reference to the following factors:

1. in respect of the Revised 2024 Receivable Annual Cap, the actual fees received by the Group from Tencent Representative Companies for the six months ended 30 June 2024 recorded in the unaudited financial information of the Company which accounted for approximately 85.71% of the Existing 2024 Receivable Annual Cap. Such increase in the fees receivable was attributed to the launch of 14 Cooperation Products since the date of the 2023 Game Cooperation Framework Agreement and up to the Latest Practicable Date, as compared to 5 Cooperation Products originally anticipated by the management of the Company at the time of determining the Existing 2024 Receivable Annual Cap.

LETTER FROM THE BOARD

Based on the income derived from the existing 14 Cooperation Products for the first half of 2024, it is expected that such income will keep going steady in the second half of 2024. Additionally, it is expected that the amount of transactions will be at its highest as the year-end approaches in December 2024, primarily due to (i) a significant amount of service bonus payable by Tencent Representative Companies to Beijing Jingxiu on a semi-annual basis will be paid at the end of December 2024 based on the performance of the Cooperation Products; (ii) a substantial portion of marketing service fees is expected to be generated from the Cooperation Products in December 2024, mainly resulting from the launch of new game version, the start of new gaming season with associated events and rewards and the increase of investment in game distribution leading up to the Chinese New Year, and also taking into account of around four to seven additional scope of Marketing Services projects that are estimated to be completed in the second half of 2024;

2. in respect of the Revised 2025 Receivable Annual Cap, it is expected that the fees to be received by the Group from Tencent Representative Companies for the year ending 31 December 2025 will exceed such originally anticipated by the management of the Company due to the aforesaid significant increase in the number of Cooperation Products launched. Additionally, it is anticipated that Beijing Jingxiu will enter into additional marketing and promotional agreements with Tencent Representative Companies for three potential new Cooperation Products scheduled for launch in 2025. These launches are expected to increase the transaction volumes under the 2023 Game Cooperation Framework Agreement for 2025, while concurrently the transaction volumes for some existing Cooperation Products may experience a downturn in their lifecycle for 2025 due to inherent characteristics and user demographics;
3. the historical transaction amounts for total amounts received by the Group from Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement for the year ended 31 December 2023 reached RMB1,139 million, and the utilisation rate of the Revised 2023 Receivable Annual Cap was approximately 94.92%; and
4. a buffer of not more than 8% is also applied for unanticipated transaction needs in determining the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, which is considered to be fair and reasonable taking into account of the factors beyond the Group's control, such as (i) the future levels of acceptance of and popularity of the Cooperation Projects, (ii) Tencent Representative Companies' demand for the additional scope of Marketing Services, and (iii) the possible number of transactions to be carried out under the Distribution Cooperation and Joint Operation Cooperation.

Furthermore, as at the Latest Practicable Date, the actual fees received by the Group from Tencent Representative Companies for 2024 amounted to approximately RMB640 million as recorded in the unaudited financial information of the Company, representing approximately 91.43% of the Existing 2024 Receivable Annual Cap. The Company confirms that, with the internal

LETTER FROM THE BOARD

control methods as elaborated in the section headed “Internal Control” in this circular, the Existing 2024 Receivable Annual Cap under the 2023 Game Cooperation Framework Agreement is not expected to be exceeded before the SGM approving the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap.

REASONS FOR AND BENEFITS OF THE REVISED 2024 RECEIVABLE ANNUAL CAP AND THE REVISED 2025 RECEIVABLE ANNUAL CAP

After taking into account (i) the actual total amount received by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement for the six months ended 30 June 2024 amounted to approximately RMB600 million, representing approximately 85.71% of the Existing 2024 Receivable Annual Cap; (ii) the historical transaction amounts for total amounts received by the Group from Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement for the year ended 31 December 2023 and the utilisation rate of the Revised 2023 Receivable Annual Cap; (iii) the estimated total amounts receivable by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement for the two years ending 31 December 2025; and (iv) the increase in the number of Cooperation Products launched since the date of the 2023 Game Cooperation Framework Agreement and up to the Latest Practicable Date, the Board expected that the actual total amount receivable by the Group from Tencent Representative Companies for each of the two years ending 31 December 2025 will exceed the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap respectively and therefore proposed to revise the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap for the continuing connected transaction contemplated under the 2023 Game Cooperation Framework Agreement.

As the total amount receivable by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement for each of the two years ending 31 December 2025 will be recognised as a revenue of the Group for each of the two financial years ending 31 December 2025 respectively, the proposed revision of the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap would allow the Group to cater the changes in demand from Tencent Representative Companies and ensure the Group’s income and business growth.

Notwithstanding the abovementioned anticipated increase in the total amount received by the Group from Tencent Representative Companies, the Board considers that there is no undue reliance on Tencent Group as a result of its relationship with Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement and the 2023 Game Cooperation Framework Agreement will not have any material adverse impact on the Group’s businesses for the following reasons:

- The Group adheres to a diversified development path, and continues to expand its operation in other existing businesses, namely film and television drama production business and the online streaming business (the “**Existing Businesses**”). In the first half of 2024, a number of films and television dramas produced by the Group were released

LETTER FROM THE BOARD

with outstanding revenue performance. In the second half of 2024, the Group participated in the production of “Upstream” (《逆行人生》), “White Snake: Floating Life” (《白蛇：浮生》) and “Successor” (《抓娃娃》), which have been released in this year’s summer holiday and achieved remarkable results in terms of reputation and box office. At the same time, there are more films to be screened and new films in the pipeline are also in production tightly. The established Existing Businesses have continued to be an integral and sustainable source of revenue of the Group. The contribution from the Existing Businesses to the Group’s total revenue accounted for approximately 65% to 70% for the year ended 31 December 2023 and for the six months ended 30 June 2024.

- The relationship between the Group and Tencent Group is complementary. After fully tapping into streaming media business for almost four years, the Group has been fully leveraging its professional and talent competitive edges in terms of content and technology, as well as the resources of its major shareholders, including Tencent Holdings, by further tapping in the realms of online streaming and game products operation. As disclosed in the CCT Circular, the 2023 Game Cooperation Framework Agreement was entered into for the purpose of further broadening the scope of game cooperation and enriching the cooperation model in the game field between the parties. This will also enable the Group to continue to broaden the scope of entertainment business of the Company, and strengthen the Group’s talent pool and consolidate its technological capability, which will in turn allow the Company to leap into a new stage of development.
- The strategic partnership between the Group and Tencent Group in the gaming sector began in the first half of 2022. Tencent Group is a leading internet and technology company and publishes some of the world’s most popular video games and other high-quality digital content. The Directors are of the view that the cooperation with Tencent Group is in line with the industry norm such that it is natural for the Group to seek a renowned industry leader to cooperate in the field of gaming. The Directors do not see any material red flags indicating any material adverse changes to the established relationship between Tencent Group and the Group. Except for Tencent Group, the Group has been also cooperating with other independent third parties for similar game cooperation services in the field of gaming.
- Having considered the above, the Directors consider that the proposed Revised 2024 Receivable Annual Cap and the proposed Revised 2025 Receivable Annual Cap are entered into in the ordinary and usual course of business of the Group, on normal commercial terms after arm’s length negotiations between the parties, and is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

INFORMATION ON THE COMPANY, BEIJING JINGXIU AND TENCENT COMPUTER

The Company

The Company is listed on the Stock Exchange (stock code: 136). The Company is an investment holding company. The Group is principally engaged in content production, online streaming and advertising services, online gaming services and manufacturing and sales of accessories.

Beijing Jingxiu

Beijing Jingxiu (former name was Shenzhen Jingxiu Network Technology Co., Ltd.* (深圳市景秀網絡科技有限公司)) is a company established under the laws of the PRC and a subsidiary of the Company. It is principally engaged in the development and procurement of film and television copyrights as well as online gaming services.

The Tencent Group

The Tencent Group is principally engaged in value-added services, online advertising, fintech and business services.

Tencent Computer

Tencent Computer is a company established under the laws of the PRC and a subsidiary of Tencent Holdings. It is principally engaged in the development and provision of integrated internet services in the PRC.

INTERNAL CONTROL

The Company continues to monitor the historical aggregate accumulated transaction amount and has been monitoring the approval of the Existing Annual Caps under the 2023 Game Cooperation Framework Agreement. The Company has adopted a series of internal control policies in its daily operations. These internal control policies are implemented and monitored by the Company's internal audit and internal control department, independent non-executive Directors and external auditors:

- (1) the Company's internal control department conducts regular monitoring of connected transactions, the results of which together with the external auditor's report are then submitted to the audit committee and independent non-executive Directors for review. The Company's internal audit and internal control department supervises connected transactions and ensures that these transactions are carried out in the following ways: (a) in accordance with the pricing principles of the 2023 Game Cooperation Framework Agreement; (b) in the ordinary and usual course of business of the Group; (c) on normal or better commercial terms; and (d) in accordance with the 2023 Game Cooperation Framework Agreement, and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole;

LETTER FROM THE BOARD

- (2) the independent non-executive Directors have reviewed and will continue to review the continuing connected transactions and confirm in the annual report whether: these transactions are entered into on normal or better commercial terms; in accordance with the 2023 Game Cooperation Framework Agreement, and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole;
- (3) the Company's external auditors will also conduct annual reviews of the pricing principles, total amount of accumulated transactions and, if applicable, the annual caps of the 2023 Game Cooperation Framework Agreement and make corresponding confirmations in the Company's annual report; and
- (4) the Group will monitor the amount incurred for the transactions contemplated under the 2023 Game Cooperation Framework Agreement on a regular basis to ensure that the annual caps thereunder will not be exceeded. In particular, the Group will prepare a continuing connected transaction report on a quarterly basis on continuing connected transactions which will be submitted internally to such dedicated team within the Group for consideration. The contents of the report will include (i) the fees payable and receivable (as the case may be) by Beijing Jingxiu to/from Tencent Representative Companies within the relevant reporting period; and (ii) the status of compliance with the annual caps and utilization of the annual caps. If the transaction amount of any continuing connected transaction under the 2023 Game Cooperation Framework Agreement that is or will be incurred in the financial year is expected to reach or exceed the relevant annual cap, the internal audit and internal control department of the Group shall report to the management of the Company and consider the measures to be taken to ensure that the requirements under the Listing Rules are complied with, including obtaining the approval of Independent Shareholders (if required).

The Board confirmed that no historical deficiencies have been noted during the implementation of the 2023 Game Cooperation Framework Agreement and believes that the above internal control procedures can ensure that the transactions under the 2023 Game Cooperation Framework Agreement will continue to be implemented on normal or better commercial terms and will not harm the interests of the Company and its Shareholders.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Tencent Holdings is a shareholder indirectly holding approximately 20.36% of the shares of the Company. Pursuant to Chapter 14A of the Listing Rules, Tencent Holdings and its subsidiaries are connected persons of the Company. Accordingly, the 2023 Game Cooperation Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the transactions under each of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap calculated pursuant to Rule 14.07 of the Listing Rules exceeds 5%, such transactions, the Revised 2024

LETTER FROM THE BOARD

Receivable Annual Cap and the Revised 2025 Receivable Annual Cap shall be subject to the annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors (other than the independent non-executive Directors whose opinion will be provided after reviewing the advice of the Independent Financial Adviser as and when appropriate) believe that, each of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap is fair and reasonable, on normal commercial terms and beneficial to the business development of the Group. In addition, each of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap is no less favourable than those offered to or by independent third parties. To the best of the knowledge and belief of the Directors, none of the Directors has any interest in the resolution(s) of the Board to consider and approve the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap or is otherwise required to abstain from voting on the relevant resolution(s) of the Board.

SGM

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. A notice convening the SGM to be held at 11:00 a.m. on Wednesday, 18 December 2024 at Room 3701, 37/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong is set out on pages SGM-1 to SGM-2 of this circular.

Water Lily is a Shareholder and is a company indirectly wholly-owned by Tencent Holdings. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder, other than Water Lily and its associates, has a material interest in the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap which is different from other Shareholders. Therefore, Water Lily and its associate(s) will abstain from voting at the SGM. As at the Latest Practicable Date, Water Lily held 2,545,734,565 Shares, which represent approximately 20.36% of the issued Shares. To the best of the Directors' knowledge, information and belief, other than Water Lily, no Shareholder is required to abstain from voting at the SGM.

To the best of the knowledge and belief of the Directors, none of the Directors has any interest in the resolution(s) of the Board to consider and approve the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap or is otherwise required to abstain from voting on the relevant resolution(s) of the Board.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM or any adjournment thereof (as the case may be), you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment

LETTER FROM THE BOARD

thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if you so wish.

RECOMMENDATIONS

Your attention is drawn to (i) the letter of advice from the Independent Board Committee to the Independent Shareholders on the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap; and (ii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap.

The Board (including the members of the Independent Board Committee whose opinion is set forth in the “Letter from the Independent Board Committee” in this circular after considering the advice of the Independent Financial Adviser), is of the view that the proposed Revised 2024 Receivable Annual Cap and the proposed Revised 2025 Receivable Annual Cap are fair and reasonable, and on normal commercial terms, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole. The Board recommends that the Independent Shareholders to vote in favor of the ordinary resolution relating thereto at the SGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 16 December 2024 to Wednesday, 18 December 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder of the Company to be eligible to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 13 December 2024.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

LETTER FROM THE BOARD

FORWARD-LOOKING STATEMENTS

There can be no assurance that any forward-looking statements regarding the business development of the Group set out in this circular and any of the matters set out herein are attainable, will actually occur or will be realized or are complete or accurate. Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and not to place any excessive reliance on the information disclosed herein. Any Shareholder or potential investor who is in doubt is advised to seek advice from professional advisors.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap for inclusion in this circular.



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)

29 November 2024

To the Independent Shareholders

REVISION OF EXISTING 2024 AND 2025 ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE 2023 GAME COOPERATION FRAMEWORK AGREEMENT

Dear Sir or Madam,

We refer to the circular issued by the Company to its Shareholders dated 29 November 2024 (the “**Circular**”) of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board to form an independent board committee to consider and advise you as to whether the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap are fair and reasonable, and on normal commercial terms, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole, and to recommend as to whether the Independent Shareholders should approve the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. Maxa Capital Limited has been appointed to act as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board, as set out on pages 5 to 17 of the Circular and a letter of advice from Maxa Capital Limited, as set out on pages 20 to 39 of the Circular, both of which provide details and the basis for the proposed Revised 2024 Receivable Annual Cap and the proposed Revised 2025 Receivable Annual Cap.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the basis for the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, the advice and recommendation from Maxa Capital Limited and the relevant information contained in the letter from the Board, we are of the opinion that the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and are entered into in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend you to vote in favor of the resolution to be proposed at the SGM to approve the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap.

Yours faithfully,

For and on behalf of

the Independent Board Committee

**Mr. Chau Shing Yim,
David**
*Independent
non-executive Director*

Mr. Nie Zhixin
*Independent
non-executive Director*

Mr. Chen Haiquan
*Independent
non-executive Director*

**Professor Shi
Zhuomin**
*Independent
non-executive Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from Maxa Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, setting out its advice in respect of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, which has been prepared for the purpose of inclusion in this circular.



Unit 2602, 26/F, Golden Centre
188 Des Voeux Road Central
Sheung Wan
Hong Kong

29 November 2024

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

REVISION OF EXISTING 2024 AND 2025 ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE 2023 GAME COOPERATION FRAMEWORK AGREEMENT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated 29 November 2024 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

References are made to the CCT Announcement, the CCT Circular, the Revised 2023 Receivable Annual Cap Announcement and the Revised 2023 Receivable Annual Cap Circular in relation to, among others, the 2023 Game Cooperation Framework Agreement entered into between Beijing Jingxiu and Tencent Computer on 22 February 2023 in respect of the cooperation of Beijing Jingxiu and Tencent Representative Companies in the field of gaming and the Revised 2023 Receivable Annual Cap.

After taking into account (i) the actual total amount received by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement for the six months ended 30 June 2024 amounted to approximately RMB600 million, representing approximately 85.71% of the Existing 2024 Receivable Annual Cap; (ii) the historical transaction amounts for total amounts received by the Group from Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement for the year ended 31 December 2023 and the utilisation rate of the Revised 2023 Receivable Annual Cap; (iii) the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

estimated total amounts receivable by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement for the two years ending 31 December 2025; and (iv) the increase in the number of Cooperation Products launched since the date of the 2023 Game Cooperation Framework Agreement and up to the Latest Practicable Date, the Board expected that the actual total amount receivable by the Group from Tencent Representative Companies for each of the two years ending 31 December 2025 will exceed the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap respectively and therefore proposed to revise each of the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap from RMB700 million to RMB1,300 million.

LISTING RULES IMPLCATION

As at the Latest Practicable Date, Tencent Holdings is a shareholder indirectly holding more than 10% of the shares of the Company. Pursuant to Chapter 14A of the Listing Rules, Tencent Holdings and its subsidiaries are connected persons of the Company. Accordingly, the 2023 Game Cooperation Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As the highest applicable ratio in respect of the transactions under each of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap calculated pursuant to Rule 14.07 of the Listing Rule exceeds 5%, such transactions, the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap shall be subject to the annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Water Lily Investment Limited (“**Water Lily**”) is a Shareholder and is a company indirectly wholly-owned by Tencent Holdings. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder, other than Water Lily and its respective associates, has a material interest in the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap which is different from other Shareholders. Therefore, Water Lily and its associate(s) will abstain from voting at the SGM. As at the Latest Practicable Date, Water Lily and its associate(s) held 2,545,734,565 Shares, which represented approximately 20.36% of the issued Shares. To the best of the Directors' knowledge, information and belief, other than Water Lily, no Shareholder is required to abstain from voting at the SGM.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising Mr. Chau Shing Yim, David, Mr. Nie Zhixin, Mr. Chen Haiquan and Professor Shi Zhuomin, being all the independent non-executive Directors, has been formed to advise the Independent Shareholders in respect of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. We, Maxa Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company, its subsidiaries and any other parties that could reasonably be regarded as relevant to our independence in accordance with Rule 13.84 of the Listing Rules and accordingly, were qualified to give independent advice to the Independent Board Committee and the Independent Shareholders in respect of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. In the past two years, we were appointed by the Company as the independent financial adviser in respect of (i) the Revised 2023 Receivable Annual Cap; (ii) the issue of new shares to Water Lily under specific mandate and the refreshment of general mandate; and (iii) the continuing connected transactions in relation to the 2023 Game Cooperation Framework Agreement, details of which were set out in the circulars of the Company dated 4 December 2023, 30 August 2023 and 12 June 2023, respectively. The aforesaid previous appointments were limited to providing one-off independent advisory service, for which we received normal professional fees. Accordingly, we do not consider previous appointments give rise to any conflict for us in acting as the Independent Financial Adviser in respect of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. Apart from the normal advisory fee payable to us in connection with this appointment, no arrangement exists whereby we shall receive any other fees or benefits from the Company.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have reviewed, among other things: (i) the 2023 Game Cooperation Framework Agreement; (ii) the annual report of the Company for the year ended 31 December 2022 (the “**2022 AR**”); (iii) the annual report of the Company for the year ended 31 December 2023 (the “**2023 AR**”); (iv) the interim report of the Company for the six months ended 30 June 2024 (the “**2024 IR**”); and (v) bases and assumptions adopted in determining the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. We consider that we have reviewed sufficient and relevant information and documents and have taken reasonable steps as required under Rule 13.80 of the Listing Rules to reach an informed view and to provide a reasonable basis for our recommendation. We have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and the management of the Group (the “**Management**”). We have reviewed, *inter alia*, the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the Management. We have assumed that (i) all statements, information and representations provided by the Directors and the Management; and (ii) the information referred to in the Circular, for which they are solely responsible, were true and accurate at the time when they were provided and continued to be so as at the Latest Practicable Date and the Shareholders will be notified of any material changes to such information and representations before the SGM. We have also assumed that all statements of belief, opinion, intention and expectation made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

contained in the Circular, or the reasonableness of the representations and opinions expressed by the Company, its advisers and/or the Directors. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors and the Management nor have we conducted any form of in-depth investigation into the business and affairs or the future prospects of the Group.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company. Where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of us is to ensure that such information has been correctly and fairly extracted, reproduced or presented from the relevant stated sources and not be used out of context.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, we have taken into consideration the following principal factors and reasons:

1. Background information of the Group

The Company is an investment holding company. The Group is principally engaged in content production, online streaming and advertising services, online gaming services and manufacturing and sales of accessories.

Beijing Jingxiu (former name was Shenzhen Jingxiu Network Technology Co., Ltd.* (深圳市景秀網絡科技有限公司)) is a company established under the laws of the PRC and a subsidiary of the Company. It is principally engaged in the development and procurement of film and television copyrights as well as online gaming services.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is a summary of the consolidated financial information of the Group for the two years ended 31 December 2022 (“FY2022”) and 31 December 2023 (“FY2023”), and for the six months ended 30 June 2023 (“1H2023”) and 30 June 2024 (“1H2024”) as extracted from the 2022 AR, 2023 AR and 2024 IR:

	For the year ended		For the six months ended	
	31 December		30 June	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(audited)	(audited)	(unaudited)	(unaudited)
Revenue	1,319,928	3,627,247	804,056	1,839,559
— Content production business	105,641	2,227,108	646,372	48,081
— Online streaming and online gaming businesses	1,163,522	1,377,163	139,100	1,773,099
— Other businesses	50,765	30,976	18,584	18,379
— Inter-segment elimination	—	(8,000)	—	—
Gross profit/(loss)	261,615	1,160,983	(345,302)	1,264,092
 Profit/(Loss) for the year/period	 787,552	 682,540	 (263,651)	 (122,658)

FY2023 vs FY2022

As illustrated in the table above, the Group’s revenue amounted to approximately RMB3,627.2 million for FY2023, representing an increase of approximately 174.8% as compared to approximately RMB1,319.9 million for FY2022. The increase in the Group’s revenue was mainly due to (i) the increase in revenue derived from the content production business by approximately RMB2,121.5 million to approximately RMB2,227.1 million for FY2023 as the Company took responsive measures during the outbreak of the pandemic and the film and television industry witnessed a gradual recovery; and (ii) the increase in revenue derived from the online streaming and online gaming businesses by approximately RMB213.6 million to approximately RMB1,377.2 million for FY2023, which was mainly attributable to the increase in revenue generated from online gaming services. During FY2023, the number of films which the Group participated in production and distribution significantly increased year-on-year, with a cumulative box office of approximately RMB7.6 billion. Films in which the Group served as the main producer, including “Five Hundred Miles” (《交換人生》), “Post-Truth” (《保你平安》) and “One and Only” (《熱烈》), earned good reputation from the audience. The films in which the Group served as the co-producer, including “Lost in the Stars” (《消失的她》) and “Johnny Keep Walking” (《年會不能停》), also achieved remarkable results in terms of box office. The television dramas “Love is Full of Jiudaowan” (《情滿九道彎》) and “Fireworks of My Heart” (《我的人間煙火》) produced by the Company also brought good reputation and ratings to the Company. During FY2023, the Company established excellent product development and distribution teams, and conducted in-depth analysis of the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

development of its launched games and future operations. The Company will continue to explore joint distribution and development of more top-notch IPs. As such, the Group will develop its existing game fields with huge potential, covering Simulation Game (SLG), Massively Multiplayer Online Role-playing Game (MMORPG), Card Game and other categories.

The Group recorded net profit of approximately RMB682.5 million for FY2023, which decreased by approximately 13.3% as compared to the net profit of approximately RMB787.6 million for FY2022. The decrease in the Group's net profit for FY2023 as compared to FY2022 was mainly due to the combined effects of (i) increase in gross profit by approximately RMB899.4 million benefited from the substantial increase in the revenue generated from the content production business and the online streaming and online gaming businesses; (ii) decrease in other net gains by approximately RMB791.8 million as the Group recognised fair value loss of approximately RMB124.4 million in contingent consideration payable in relation to acquisition of Virtual Cinema Entertainment Limited (the “**Virtual Cinema Acquisition**”) for FY2023 whereas a fair value gain of approximately RMB988.6 million was recognised for FY2022; and (iii) increase in income tax expenses by approximately RMB231.1 million.

1H2024 vs 1H2023

The total revenue of the Group was approximately RMB1,839.6 million for 1H2024, representing an increase of approximately 128.8% as compared to approximately RMB804.1 million for 1H2023. Such increase in the revenue was primarily attributable to the revenue derived from the online streaming and online gaming businesses from approximately RMB139.1 million for 1H2023 to approximately RMB1,773.1 million for 1H2024. As one of the largest platforms acting as the agent and the distributor in China at the same time, Pumpkin Films Limited generated considerable revenue and profit for the Company during 1H2024 by introducing high-quality films and top-tier new dramas on an ongoing basis. Furthermore, the online gaming business of the Group performed strongly during 1H2024. On 26 March 2024, the Group had launched “Ragnarok ORIGIN” (《仙境傳說：愛如初見》), which has also received good feedback from game players. With the dual assistance of game content and competitive tournaments, it is expected such product will continue to provide the Company with considerable revenue and profit.

The Group recorded net loss of approximately RMB122.7 million for 1H2024 as compared to net loss of approximately RMB263.7 million for 1H2023. The reduction in the Group's net loss for 1H2024 as compared to 1H2023 was mainly due to the combined effects of (i) turnaround from gross loss of approximately RMB345.3 million for 1H2023 to gross profit of approximately RMB1,264.1 million for 1H2024 mainly due to the continued growth from the revenue generated from the online streaming and online gaming businesses; (ii) change from other net gain of approximately RMB160.1 million for 1H2023 to other net loss of approximately RMB903.2 million for 1H2024 as the Group recognised fair value gain of

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

approximately RMB187.2 million in contingent consideration payable in relation to the Virtual Cinema Acquisition for 1H2023 whereas a fair value loss of approximately RMB590.4 million was recognised for 1H2024.

	As at 31 December		As at 30 June
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(audited)	(audited)	(unaudited)
Non-current assets	8,018,020	9,987,299	9,959,217
Current assets	5,200,949	6,693,859	9,040,049
Total assets	13,218,969	16,681,158	18,999,266
Non-current liabilities	3,201,956	2,224,204	2,241,312
Current liabilities	2,041,582	3,420,970	4,478,588
Total liabilities	5,243,538	5,645,174	6,719,900
Net current assets	3,159,367	3,272,889	4,561,461
Net assets	7,975,431	11,035,984	12,279,366

Total assets

The Group had total assets of approximately RMB16,681.2 million as at 31 December 2023, which mainly comprised of (i) goodwill of approximately RMB4,214.6 million; (ii) film and television programmes rights of approximately RMB2,730.3 million; (iii) trade and other receivables of approximately RMB4,472.3 million; and (iv) financial assets at fair value through profit or loss of approximately RMB3,514.4 million. The increase in the total assets by approximately RMB3,462.2 million to approximately RMB16,681.2 million as at 31 December 2023 as compared to 31 December 2022 was mainly attributable to (i) increase in trade and other receivables by approximately RMB2,423.5 million, mainly due to the increase of business volume; (ii) increase in financial assets at fair value through profit or loss by approximately RMB2,927.3 million, mainly due to the acquisition of 49% equity interest in Beijing Wanda Investment Co., Ltd. which was completed in December 2023 (the “**Beijing Wanda Acquisition**”); and partially offset by (iii) decrease in film and television programmes rights by approximately RMB1,330.7 million, mainly due to the increase of amortisation charge following the first release of certain film and television programmes; and (iv) decrease in cash and cash equivalents by approximately RMB619.8 million, mainly due to the significant cash out flow in investing activities resulting from the Beijing Wanda Acquisition.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group had total assets of approximately RMB18,999.3 million as at 30 June 2024, which mainly comprised of (i) goodwill of approximately RMB4,214.6 million; (ii) film and television programmes rights of approximately RMB3,164.8 million; (iii) trade and other receivables of approximately RMB4,103.2 million; (iv) financial assets at fair value through profit or loss of approximately RMB3,274.0 million; and (v) cash and cash equivalents of approximately RMB2,764.9 million. The increase in the Group's total assets by approximately RMB2,318.1 million to approximately RMB18,999.3 million as at 30 June 2024 as compared to 31 December 2023 was mainly due to (i) increase in cash and cash equivalents by approximately RMB2,195.0 million, mainly due to the improvement in operating results; (ii) increase in film and television programmes rights by approximately RMB434.5 million, mainly due to the increase in investment of film and television programmes rights; and partially offset by (iii) decrease in trade and other receivables by approximately RMB369.0 million, mainly due to settlement of the receivable amounts by third parties.

Total liabilities

The Group had total liabilities of approximately RMB5,645.2 million as at 31 December 2023, which mainly comprised of (i) borrowings of approximately RMB1,755.4 million; (ii) contingent consideration payable of approximately RMB1,322.8 million; (iii) film and television programmes investment funds from investors of approximately RMB739.1 million; (iv) trade and other payables of approximately RMB836.9 million; and (v) current income tax liabilities of approximately RMB412.6 million. The increase in the total liabilities by approximately RMB401.6 million to approximately RMB5,645.2 million as at 31 December 2023 as compared to 31 December 2022 was mainly due to (i) increase in contingent consideration payable by approximately RMB142.3 million, mainly due to the fair value change of the contingent consideration payable; and (ii) increase in current income tax liabilities by approximately RMB213.6 million, mainly due to the increase of taxable income.

The Group had total liabilities of approximately RMB6,719.9 million as at 30 June 2024, which mainly comprised of (i) borrowing of approximately RMB1,876.1 million; (ii) contingent consideration payable of approximately RMB1,925.2 million; (iii) film and television programmes investment funds from investors of approximately RMB651.9 million; and (iv) trade and other payables of approximately RMB1,144.9 million. The increase in the total liabilities by approximately RMB1,074.7 million to approximately RMB6,719.9 million as at 30 June 2024 as compared to 31 December 2023 was mainly due to (i) increase in borrowings by approximately RMB120.8 million, mainly due to the increase of secured bank borrowings; (ii) increase in contingent consideration payable by approximately RMB602.3 million, mainly due to the fair value change of the contingent consideration payable; and (iii) increase in trade and other payables by approximately RMB308.0 million, mainly due to the increase in advance receipt of film and television programmes issuance and production.

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2. Background information of Tencent Group and Tencent Computer

The Tencent Group is principally engaged in value-added services, online advertising, fintech and business services.

Tencent Computer is a company established under the laws of the PRC and a subsidiary of Tencent Holdings. It is principally engaged in the development and provision of integrated internet services in the PRC.

3. The 2023 Game Cooperation Framework Agreement

The principal terms of the 2023 Game Cooperation Framework Agreement are summarised as below:

- Date:** 22 February 2023
- Parties:** (1) Beijing Jingxiu, a subsidiary of the Company; and
(2) Tencent Computer, a subsidiary of Tencent Holdings and an associate of the connected person of the Company.
- Term:** The term of the 2023 Game Cooperation Framework Agreement is from 22 February 2023 to 31 December 2025.

Principal terms

- (1) *Distribution and operation of the Cooperation Products by Beijing Jingxiu (“Distribution Cooperation”)*

Tencent Representative Companies agreed to license Beijing Jingxiu to distribute and operate the Cooperation Products as (i) exclusive distributor; or (ii) distributor on certain platforms. Beijing Jingxiu will act as the distributor of the Cooperation Products and directly derive income from the end users of the Cooperation Products on the platform. Tencent Representative Companies shall provide to Beijing Jingxiu intellectual property rights licensing and/or content update and maintenance services in respect of the Cooperation Products. Depending on the needs of Cooperation Products, Beijing Jingxiu shall pay to Tencent Representative Companies (i) intellectual property license fees (if applicable); (ii) content update and maintenance fees of cooperation game (if applicable); and/or (iii) other fees negotiated by the parties, including discretionary bonus determined with reference to the revenue generated from the Cooperation Products and fees for such other distribution and operation services incidental to the Distribution Cooperation.

The payment and settlement terms of such fees payable by Beijing Jingxiu shall be separately agreed between the relevant parties in the implementation agreements to be entered into pursuant to the terms of the 2023 Game Cooperation Framework Agreement.

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(2) *Joint distribution and operation of games by Tencent Representative Companies and Beijing Jingxiu (“**Joint Operation Cooperation**”)*

Tencent Representative Companies and Beijing Jingxiu agreed to jointly distribute and operate the Cooperation Products, and the parties shall be responsible for managing the settlement of fees on different platforms based on actual demand as agreed between the parties. Tencent Representative Companies and Beijing Jingxiu shall directly derive income from the end users of the Cooperation Products on the platforms which they are responsible for, and then pay each other (as the case may be) relevant fees. Such relevant fees refer to the service fees charged by the responsible parties for the provision of distribution and operation services for the Cooperation Products.

The platforms or scope of channels for which each party is responsible for, and payment and settlement terms of such fees payable and/or receivable (as the case may be) by each party shall be separately agreed between the respective parties in the implementation agreements to be entered into pursuant to the terms of the 2023 Game Cooperation Framework Agreement.

(3) *Marketing services provided by Beijing Jingxiu (“**Marketing Services**”)*

Beijing Jingxiu agreed to provide marketing and advertising services to Tencent Representative Companies. Through the linkage between films and games, Beijing Jingxiu will leverage on its strengths in the film and television field to formulate specific marketing plans for the promotion of the Cooperation Products, including designing and executing game marketing plans, promotion planning and video content production. Apart from the existing Marketing Services provided to the Cooperation Products, Beijing Jingxiu will also utilise the market planning and online advertising resources of the Group in formulating and implementing marketing strategy and campaign, including but not limited to organising e-sport events or industry expos, deploying marketing and publicity campaign through the Group’s online streaming platform, to assist Tencent Representative Companies in increasing its overall brand awareness, enhancing its publicity and market presence in the field of online gaming.

The payment and settlement terms of relevant marketing services fees or service bonus (where applicable) payable by Tencent Representative Companies to Beijing Jingxiu shall be separately determined between the respective parties in the implementation agreements to be entered into pursuant to the terms of the 2023 Game Cooperation Framework Agreement.

Pricing principles

Save for the revision of the annual cap in respect of the total amount receivable by Beijing Jingxiu from Tencent Representative Companies for the year ended 31 December 2023 as approved by the Independent Shareholders at the special general meeting of the Company held on 19 December 2023, the Existing 2024 Receivable Annual Cap and the

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Existing 2025 Receivable Annual Cap, all other terms and conditions under the 2023 Game Cooperation Framework Agreement remain unchanged. The major terms (including the pricing principles) of the 2023 Game Cooperation Framework Agreement are set out in the section headed “THE 2023 GAME COOPERATION FRAMEWORK AGREEMENT” in the Letter from the Board in the circular of the Company dated 12 June 2023.

4. Reasons for and benefits of the revision of the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap

As disclosed in the CCT Circular, in view of the Tencent Group’s extensive experience in the realm of game products operation and it being one of the integrated service providers in the PRC, the 2023 Game Cooperation Framework Agreement was entered into for the purpose of further broadening the scope of game cooperation and enriching the cooperation model in the game field between the Group and the Tencent Group. The 2023 Game Cooperation Framework Agreement will help the Group continue to broaden the scope of its entertainment business, and enhance the monetisation of the proprietary intellectual properties of the Company through the linkage between films and games, and in the long run, help to strengthen the Group’s talent pool and consolidate its technological capability, which will in turn allow the Company to leap into a new stage of development.

As disclosed in the Letter from the Board, after taking into account (i) the actual total amount received by the Group from Tencent Representative Companies for the transactions under the 2023 Game Cooperation Framework Agreement for the six months ended 30 June 2024 amounted to approximately RMB600 million, representing approximately 85.71% of the Existing 2024 Receivable Annual Cap; (ii) the historical transaction amounts of approximately RMB1,139.32 million received by the Group from Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement for the year ended 31 December 2023 with utilisation rate of approximately 94.92% to the Revised 2023 Receivable Annual Cap of RMB1,200 million; (iii) the estimated total amounts receivable by the Group from Tencent Representative Companies for the provision of the Marketing Services under the 2023 Game Cooperation Framework Agreement for the two years ending 31 December 2025 mainly with reference to the expected sharing of income generated from the Cooperation Products and the Revised 2024 Receivable Annual Cap and Revised 2025 Receivable Annual Cap of RMB1,300 million represents an increase of approximately 14.10% as compared to the historical transactions amount of approximately RMB1,139.32 million for the year ended 31 December 2023; and (iv) the increase in the number of Cooperation Products launched from five Cooperation Products, which were originally anticipated by the Management at the time of determining the Existing 2024 Receivable Annual Cap and Existing 2025 Receivable Annual Cap, to 14 Cooperation Products up to the Latest Practicable Date and expected further increase to 17 Cooperation Products for the year ending 31 December 2025, the Board expected that the actual total amount receivable by the Group from Tencent Representative Companies for each of the two years ending 31 December 2025 will exceed the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap respectively and

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therefore proposed to revise the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap for the continuing connected transaction contemplated under the 2023 Game Cooperation Framework Agreement.

Based on our discussion with the Management, we understand that the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap were determined primarily with reference to the expected level of fees to be generated from the provision of marketing and advertising services to Tencent Representative Companies under the scope of the Marketing Services. At the time of determining the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap, the Management envisaged that Beijing Jingxiu will enter into separate marketing and promotion agreement with Tencent Representative Companies in respect of five Cooperation Products under the scope of the Marketing Services. As the service fees receivable by Beijing Jingxiu are calculated based on the percentage of revenue generated from the Cooperation Products, the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap were determined based on the projected revenue of each Cooperation Product with reference to the operating data of other games that are similar or comparable to the Cooperation Products. Given that, at the time of entering into of the 2023 Game Cooperation Framework Agreement, Beijing Jingxiu had not commenced negotiation with Tencent Representative Companies on other type of marketing and promotion services, such as formulation of marketing plan, provision of advertising resources, etc., the Management decided to determine the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap primarily based on the marketing service fees to be derived from the Cooperation Products for prudent sake.

As advised by the Management, since the date of the 2023 Game Cooperation Framework Agreement, Beijing Jingxiu has entered into marketing and promotion agreements with Tencent Representative Companies in respect of 14 Cooperation Products that were launched before the end of June 2024. Hence, the actual number of Cooperation Products of which Beijing Jingxiu providing the marketing and promotion services substantially exceeds the number of Cooperation Products originally anticipated by the Management at the time of determining the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap. Further, capitalising on the experience gained from the marketing and promotion services provided by Beijing Jingxiu on the Cooperation Products and leveraging on the Group's strengths in content production and online streaming business, Beijing Jingxiu has deepened the cooperation with Tencent Representative Companies by offering more comprehensive and diversified marketing and promotion services in the field of gaming, including provision of market planning and online advertising resources. Such additional scope of Marketing Services includes formulation and implementation of marketing strategy and campaign to enhance brand recognition and promote online gaming through the Group's online streaming platform. Unlike the existing Marketing Services provided to Tencent Representative Companies for the abovementioned Cooperation Products, the additional scope of Marketing Services is driven by the overall online gaming marketing demand of the Tencent Representative Companies and generally provided on a project-by-project basis. As such, the Management considers that the Existing 2024 Receivable Annual Cap and the

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Existing 2025 Receivable Annual Cap are unable to cater for the demand from Tencent Representative Companies due to the significant increase in the number of Cooperation Products launched and the additional scope of Marketing Services to be potentially provided by Beijing Jingxiu.

In light of the above, we consider that it is reasonable for the Company to revise the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap in order to cater for the changes in demand from Tencent Representative Companies on the Marketing Services in general and ensure the Company's income and business growth.

5. Determination of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap

The table below sets out (i) the Existing Annual Caps; (ii) the historical transaction amounts and utilisation rates for the year ended 31 December 2023 and the six months period ended 30 June 2024; and (iii) the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap:

	For the year ended 31 December 2023	For the year ending 31 December 2024	For the year ending 31 December 2025
		(RMB million)	
Existing Annual Caps	1,200	700	700
Historical transaction amount	1,139	600 ¹	
Utilisation rate	94.92%	85.71% ²	
Revised 2024 Receivable Annual Cap/Revised 2025 Receivable Annual Cap		1,300	1,300

Note:

1. Historical transaction amount for the six months ended 30 June 2024.
2. The utilisation rate for the year ending 31 December 2024 is computed based on the actual amount up to 30 June 2024.

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As disclosed in the Letter from the Board, the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap had been determined with reference to the following factors:

- (1) in respect of the Revised 2024 Receivable Annual Cap, the actual fees received by the Group from Tencent Representative Companies for the six months ended June 2024 recorded in the unaudited financial information of the Company which accounted for approximately 85.71% of the Existing 2024 Receivable Annual Cap. Such increase in the fees receivables was attributed to the launch of 14 Cooperation Products since the date of the 2023 Game Cooperation Framework Agreement and up to the Latest Practicable Date as compared to five Cooperation Products originally anticipated by the Management at the time of determining the Existing 2024 Receivable Annual Cap. Based on the income derived from the existing 14 Cooperation Products for first half of 2024, it is expected that such income will keep going steady in the second half of 2024. Additionally, it is expected that the amount of transactions will be at its highest as the year-end approaches in December 2024, primarily due to (i) a significant amount of service bonus payable by Tencent Representative Companies to Beijing Jingxiu on a semi-annual basis will be paid at the end of December 2024 based on the performance of the Cooperation Products; (ii) a substantial portion of marketing service fees is expected to be generated from the Cooperation Products in December 2024, mainly resulting from the launch of new game version, the start of new gaming season with associated events and rewards and the increase of investment in game distribution leading up to the Chinese New Year, and also taking into account of around four to seven additional scope of Marketing Services projects that are estimated to be completed in the second half of 2024;
- (2) in respect of the Revised 2025 Receivable Annual Cap, it is expected that the fees to be received by the Group from Tencent Representative Companies for the year ending 31 December 2025 will exceed such originally anticipated by the management of the Company due to the aforesaid significant increase in the number of Cooperation Products launched. Additionally, it is anticipated that Beijing Jingxiu will enter into additional marketing and promotional agreements with Tencent Representative Companies for three potential new Cooperation Products scheduled for launch in 2025. These launches are expected to increase the transaction volumes under the 2023 Game Cooperation Framework Agreement for 2025, while concurrently the transaction volumes for some existing Cooperation Products may experience a downturn in their lifecycle for 2025 due to inherent characteristics and user demographics;

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- (3) the historical transaction amounts for total amounts received by the Group from Tencent Representative Companies under the 2023 Game Cooperation Framework Agreement for the year ended 31 December 2023 reached RMB1,139 million, and the utilisation rate of the Revised 2023 Receivable Annual Cap was approximately 94.92%; and
- (4) a buffer of not more than 8% is also applied for unanticipated transaction needs in determining the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, which is considered to be fair and reasonable taking into account of the factors beyond the Group's control, such as (i) the future levels of acceptance of and popularity of the Cooperation Projects, (ii) Tencent Representative Companies' demand for the additional scope of Marketing Services, and (iii) the possible number of transactions to be carried out under the Distribution Cooperation and Joint Operation Cooperation.

In order to assess the fairness and reasonableness of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap, we have obtained and reviewed (i) the breakdown of the historical receivable amounts, which comprised of (a) the marketing service fees and the service bonus receivable by Beijing Jingxiu from Tencent Representative Companies for the provision of existing Marketing Services (the “**Total Receivable Amounts**”); and (b) the marketing service fees received for the provision of additional scope of Marketing Services, under the Existing 2024 Receivable Annual Cap for the first half of 2024 (the “**Historical Receivable Amounts**”); and (ii) the underlying calculation of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap (the “**Underlying Calculation**”), and discussed with the Management on the bases and assumptions adopted in the calculation. We note from the Historical Receivable Amounts that Beijing Jingxiu has been providing marketing and promotion services for 14 Cooperation Products which were launched before the end of June 2024. Given that most of these Cooperation Products were launched before the end of 2023, we were able to observe the Total Receivable Amounts for each of the Cooperation Products during the entire first half of 2024. Furthermore, we note that no transactions were carried out under the Distribution Cooperation and Joint Operation Cooperation during the first half of 2024.

Based on our review of the Underlying Calculation, we note that the Management has made reference to the monthly marketing service fees and the total service bonus generated from each of the Cooperation Products during the first half of 2024. As the marketing service fees derived from the Cooperation Products are determined using the revenue-sharing mechanism and the service bonus is determined by Tencent Representative Companies on its sole discretion with reference to the game users growth and revenue generated from the Cooperation Products, we consider that it is justifiable for the Management to estimate the projected marketing service fees and service bonus to be generated from each Cooperation Product for the second half of 2024 and the full year of 2025 based on the Historical Receivable Amounts of each Cooperation Product. As advised by the Management, (i) all of the existing Cooperation Products were launched in either the second half of 2023 or the first

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half of 2024, and most of the Cooperation Products are expected to gradually shift from growth to maturity stages of the game lifecycles in the second half of 2024 with relatively stable revenue stream during this stage; (ii) a significant amount of service bonus is payable by Tencent Representative Companies to Beijing Jingxiu on a semi-annual basis (i.e. at the end of each June and December) based on the performance of each Cooperation Product; (iii) in December 2024, a substantial portion of marketing service fees is expected to be generated from the Cooperation Products, mainly due to the launch of new game version, the start of new gaming season with associated events and rewards and the increase of investment in game distribution leading up to the Chinese New Year, which are expected to drive player spending, resulting in a significant increase in marketing service fee revenue. Therefore, the Management adopted the average monthly service fees and the total receivable amount of service bonus of each Cooperation Product recognised by Beijing Jingxiu during the first half of 2024 to project the service fees and the service bonus of each Cooperation Product for the second half of 2024 on the assumption that the service fees and the service bonus would remain fairly stable as the Cooperation Products reach the maturity stage and a substantial portion of the Total Receivable Amounts in respect of the provision of existing Marketing Services for the Cooperation Products is expected to be recognised in December 2024. When projecting the service fees and the service bonus of the Cooperation Products for the year 2025, the Management adopted the average monthly service fees and the total receivable amount of service bonus in the first half of 2024 as mentioned above with downward adjustments to reflect decreasing trend in the amount of service fees and service bonus generated as the Cooperation Products gradually shifting from maturity to recession stage of the game lifecycles, during which the number of game users and revenue would decrease.

Apart from the existing Marketing Services provided for the existing Cooperation Products, the Management also expects to enter into marketing and promotion agreements with Tencent Representative Companies in respect of three Cooperation Products (the “**Potential Cooperation Products**”) that may launch during 2025. Therefore, in estimating the Revised 2025 Receivable Annual Cap, the Management has also included the services fees and service bonus to be generated from the Potential Cooperation Products. Based on our review of the Underlying Calculation, we note that the Management had selected certain existing Cooperation Products which are of similar nature, in terms of game genre, to the Potential Cooperation Products and projected the services fees and service bonus of the Potential Cooperation Products for the year 2025 with reference to the historical average monthly fee and the total service bonus of the aforementioned existing Cooperation Products in the first half of 2024. Taking into account the expected decrease in the service fees and service bonus to be generated from the existing Cooperation Products in 2025 as compared to 2024 for the reasons discussed above and the additional service fees to be generated from the Potential Cooperation Products during 2025, the Management expected that the Total Receivable Amounts in respect of the provision of existing Marketing Services for the Cooperation Products will remain generally the same for both 2024 and 2025.

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As part of our due diligence work in respect of the existing Marketing Services, we have randomly selected five Cooperation Products (the “**Selected Cooperation Products**”) and obtained and reviewed one set of monthly settlement statement of the service fees receivable by Beijing Jingxiu, which were chosen randomly by us within the first half of 2024 (the “**Review Months**”), for each of the Selected Cooperation Products. Given the Selected Cooperation Products accounted for more than one-third of all the Cooperation Products which Beijing Jingxiu has been providing the Marketing Services and were selected on a random basis and spread across the Review Months, which is identical to the review period used in the projection of service fees to be generated from each Cooperation Product for determining the Revised 2024 Receivable Annual Cap and Revised 2025 Receivable Annual Cap, we consider the Selected Cooperation Products and the Review Months are fair and representative. We have cross-checked the historical amount of monthly service fees recognised by Beijing Jingxiu for each of the Selected Cooperation Products during the Review Months to the amount of service fees as stated in the monthly settlement statement, and there are no material differences identified. Therefore, we consider the historical monthly service fees used in the calculation of the historical average monthly fee for the Cooperation Products are in line with the actual amount paid/payable by Tencent Representative Companies to Beijing Jingxiu.

As discussed in the section headed “4. Reasons for and benefits of the revision of the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap” above, the additional scope of Marketing Services is driven by the overall online gaming marketing demand of the Tencent Representative Companies. Therefore, unlike the service fees for existing Marketing Services which is depended upon the revenue generated from the Cooperation Products, the service fees charged for additional scope of Marketing Services is determined with reference to the nature and scale of the relevant marketing projects as well as the Group’s resources contribution, costs and expenses incurred in providing such marketing services. As such, in estimating the projected service fees to be generated from the additional scope of Marketing Services, the Management mainly used the historical average service fees generated per project and multiply by the expected number of marketing projects to be carried out in the second half of 2024 and the full year of 2025. As part of our due diligence work, we have obtained and reviewed the list of historical completed additional scope of Marketing Services projects with transaction amounts thereunder. Based on our review of the abovementioned list of completed projects, we note that Beijing Jingxiu has completed six additional scope of Marketing Services projects during the Review Months. Based on our discussion with the Management, it is estimated that Beijing Jingxiu will engage in around four to seven additional scope of Marketing Services projects in December 2024, which is at similar level as compared to the number of historical projects completed in the first half of 2024. We further understand that due to similar reasons as mentioned above regarding the recognition of the substantial portion of marketing service fees in December 2024 under the existing Marketing Services and the aim to stimulate game user engagement and spending before year end, it is anticipated by the Management that the overall online gaming marketing demand of the Tencent Representative Companies will increase significantly in December 2024.

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We also note from the Underlying Calculation that, the Management has applied a buffer of not more than 8% for unanticipated transaction needs in determining the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap. Taking into consideration the total amount receivable by the Group from Tencent Representative Companies under the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap would eventually depend on (i) the future levels of acceptance of and popularity of the Cooperation Products; (ii) Tencent Representative Companies' demand for the additional scope of Marketing Services; and (iii) the possible number of transactions to be carried out under the Distribution Cooperation and Joint Operation Cooperation, which are beyond the control of the Group, we are of the view that such buffer is fair and reasonable.

Having considered that (i) the utilisation rate of the Revised 2023 Receivable Annual Cap of approximately 94.92%; (ii) the utilisation rate of the Existing 2024 Receivable Annual Cap as at the Latest Practicable Date of approximately 91.43%, and it is expected the amount of transactions will reach its highest in December 2024 due to reasons as mentioned above; (iii) the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap are able to accommodate the potential growth of the Group's business; (iv) the Group has appropriate internal control policies (please refer to the section headed "6. Internal Control Policies" below for reference) in place to safeguard the interests of the Shareholders; (v) the Historical Receivable Amounts and the estimated service fees and service bonus to be generated from the Cooperation Products having taking into account of the assumptions as mentioned above; (vi) the number of existing Cooperation Products and Potential Cooperation Products that require Marketing Services from Beijing Jingxiu in 2024 and 2025; (vii) the number of additional scope of Marketing Services projects anticipated in December 2024; and (viii) a buffer of not more than 8%, we are of the view that the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap are fair and reasonable.

6. Internal Control Policies

As disclosed in the Letter from the Board, the Company continues to monitor the historical aggregate accumulated transaction amount and has been monitoring the approval of the Existing Annual Caps under the 2023 Game Cooperation Framework Agreement. The Company has adopted a series of internal control policies in its daily operations. These internal control policies are implemented and monitored by the Company's internal audit and internal control department, independent non-executive Directors and external auditors:

- (i) the Company's internal control department conducts regular monitoring of connected transactions, the results of which together with the external auditor's report are then submitted to the audit committee and independent non-executive Directors for review. The Company's internal audit and internal control department supervises connected transactions and ensures that these transactions are carried out in the following ways: (a) in accordance with the pricing principles of the 2023 Game Cooperation Framework Agreement; (b) in the ordinary and usual course of business of the Group; (c) on normal or better commercial terms; and (d) in

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accordance with the 2023 Game Cooperation Framework Agreement, and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole;

- (ii) the independent non-executive Directors have reviewed and will continue to review the continuing connected transactions and confirm in the annual report whether: these transactions are entered into on normal or better commercial terms; in accordance with the 2023 Game Cooperation Framework Agreement, and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole;
- (iii) the Company's external auditors will also conduct annual reviews of the pricing principles, total amount of accumulated transactions and, if applicable, annual caps of the 2023 Game Cooperation Framework Agreement and make corresponding confirmations in the Company's annual report; and
- (iv) the Group will monitor the amount incurred for the transactions contemplated under the 2023 Game Cooperation Framework Agreement on a regular basis to ensure that the annual caps thereunder will not be exceeded. In particular, the Group will prepare a continuing connected transaction report on a quarterly basis on continuing connected transactions which will be submitted internally to such dedicated team within the Group for consideration. The contents of the report will include (i) the fees payable and receivable (as the case may be) by Beijing Jingxiu to/from Tencent Representative Companies within the relevant reporting period; and (ii) the status of compliance with the annual caps and utilization of the annual caps. If the transaction amount of any continuing connected transaction under the 2023 Game Cooperation Framework Agreement that is or will be incurred in the financial year is expected to reach or exceed the relevant annual cap, the internal audit and internal control department of the Group shall report to the management of the Company and consider the measures to be taken to ensure that the requirements under the Listing Rules are complied with, including obtaining the approval of Independent Shareholders (if required).

For the purpose of evaluating the effectiveness of internal control policies in place to monitor the usage of the Existing Annual Caps, and ensuring that the annual caps would not be exceeded, we have reviewed the 2022 AR and 2023 AR and note that the Company has been in compliance with the annual caps requirement under the Listing Rules as the Company's auditors had issued unqualified letters containing the findings and conclusions in respect of the Company's continuing connected transactions and nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions (i) were not entered into, in all material respects, in accordance with the relevant agreement(s) governing the transaction; and (ii) have exceeded the maximum aggregate annual caps in respect of the disclosed continuing connected transactions.

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In light of the above, we are of the view that appropriate measures will be in place to monitor the transactions contemplated under the 2023 Game Cooperation Framework Agreement and the usage of the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap.

RECOMMENDATION

Having taken into consideration the principal factors and reasons discussed above, we are of the view that (i) the revision of the Existing 2024 Receivable Annual Cap and the Existing 2025 Receivable Annual Cap is in the ordinary and usual course of business of the Group and is in the interest of the Company and the Shareholders as a whole; and (ii) the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap under the 2023 Game Cooperation Framework Agreement are fair and reasonable. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the relevant resolutions to be proposed for approving the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap at the SGM.

Yours faithfully,
For and on behalf of
Maxa Capital Limited
Sammy Leung
Managing Director

Mr. Sammy Leung is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Maxa Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 13 years of experience in the corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of the Directors and chief executives of the Company in the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) contained in the Listing Rules, were as follows:

Interest of the Company

Name of Director	Capacity in which interests are held	Interest in the Shares	Approximate percentage of total issued Shares as at the Latest Practicable Date
Mr. Ke Liming	Interest of a controlled corporation	3,727,381,250 <i>(Note 1)</i>	29.81%
Mr. Zhang Qiang	Beneficial owner	10,000,000 <i>(Note 2)</i>	0.08%
Mr. Yang Ming	Beneficial owner	1,080,000 <i>(Note 3)</i>	0.01%

Notes:

- (1) 1,893,101,943 Shares were indirectly held by Mr. Ke Liming through Pumpkin Films Limited, a company indirectly wholly-owned by Mr. Ke Liming. Mr. Ke Liming was also deemed to be interested in 1,834,279,307 Shares within the meaning of Part XV of the SFO, being the underlying shares of the warrants granted to Pumpkin Films Limited, a company wholly-owned by him.
- (2) Mr. Zhang Qiang was interested in 10,000,000 Shares, all of which were represented by share options of the Company.
- (3) Mr. Yang Ming was directly interested in 1,080,000 shares of the Company.

Save as disclosed above, none of the Directors or chief executives of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code as at the Latest Practicable Date.

(b) Interests of substantial Shareholders

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following persons (other than a Director or chief executive of the Company) had an interest or a short position in the Shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of Shareholder	Capacity in which interests are held	Interest in the Shares	Approximate percentage of total issued Shares as at the Latest Practicable Date
Mr. Ke Liming	Interest of a controlled corporation	3,727,381,250	29.81%
Virtual Cinema Holding Limited (Note 1)	Interest of a controlled corporation	3,727,381,250	29.81%
Pumpkin Films Limited (Note 1)	Beneficial owner	3,727,381,250	29.81%
Tencent Holdings	Interest of a controlled corporation	2,545,734,565	20.36%
Water Lily (Note 2)	Beneficial owner	2,545,734,565	20.36%

Notes:

- (1) Virtual Cinema Holding Limited is deemed to be interested in 3,727,381,250 Shares through its wholly-owned subsidiary Pumpkin Films Limited. Virtual Cinema Holding Limited is directly wholly-owned by Mr. Ke Liming, a Director. Pumpkin Films Limited is wholly-owned by Mr. Ke Liming. Mr. Ke Liming is the director of Virtual Cinema Holding Limited and Pumpkin Films Limited. 1,893,101,943 Shares were indirectly held by Mr. Ke Liming through Pumpkin Films Limited. Mr. Ke Liming was also deemed to be interested in 1,834,279,307 Shares (as defined in Part XV of the SFO), i.e. the underlying shares of the warrants granted to Pumpkin Films Limited, a company wholly-owned by him.
- (2) Tencent Holdings was deemed to be interested in 2,545,734,565 Shares through its wholly-owned subsidiary Water Lily. Mr. Yang Ming, a Director of the Company, is an employee of Tencent Holdings.

Save as disclosed above in the table, as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no person (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or proposed Director or their respective close associates (as defined in the Listing Rules) had any interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group which does not expire or is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

5. DIRECTORS' INTEREST IN ASSETS

As at the Latest Practicable Date, none of the Directors or proposed Director had any direct or indirect interest in any asset which had been, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Group were made up) and up to the Latest Practicable Date, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

6. DIRECTORS' INTEREST IN CONTRACT

There was no contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date in which any Director was materially interested and which was significant to the business of the Group.

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claim of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2023 being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

9. QUALIFICATION AND CONSENT OF EXPERT

- (a) The following is the qualification of the expert who has given opinion or advice contained in this circular:

Name	Qualification
Maxa Capital Limited	A licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)

- (b) As at the Latest Practicable Date, Maxa Capital Limited did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.
- (c) Maxa Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they appear respectively.
- (d) As at the Latest Practicable Date, Maxa Capital Limited did not have any interest, direct or indirect, in any assets which have been, since 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or proposed to be acquired or disposed of by or leased to any member of the Group.

10. MISCELLANEOUS

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The principal place of business of the Company in Hong Kong is at Room 3701, 37/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.
- (c) The principal share registrar and transfer office of the Company is MUFG Fund Services (Bermuda) Limited, the Belvedere Building, 69 Pitts Bay Road, Pembroke HM08, Bermuda.
- (d) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (e) The company secretary of the Company is Mr. Fong Kar Chun, Jimmy, who is a member of the Law Society of Hong Kong and a qualified solicitor in Hong Kong.
- (f) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

11. DOCUMENTS ON DISPLAY

A copy of the following documents will be published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.ryholdings.com>) for a period of 14 days from the date of this circular (both days inclusive):

- (a) the written consent of Maxa Capital Limited as referred to in the section headed “9. Qualification and Consent of Expert” in this appendix; and
- (b) the 2023 Game Cooperation Framework Agreement.

NOTICE OF SGM



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)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Ruyi Holdings Limited (the “**Company**”) shall be held at 11:00 a.m. on Wednesday, 18 December 2024 at Room 3701, 37/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following ordinary resolution. Words and expressions that are not expressly defined in this notice of SGM shall bear the same meaning as those defined in the circular of the Company dated 29 November 2024 (the “**Circular**”).

ORDINARY RESOLUTION

“**THAT** the Revised 2024 Receivable Annual Cap and the Revised 2025 Receivable Annual Cap (as defined in the Circular) be and are hereby approved.”

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

Hong Kong, 29 November 2024

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more Shares, more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member.
2. A form of proxy for use at the SGM is enclosed herewith. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and deposit of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM or any adjournment thereof (as the case may be).
3. Completion and return of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the SGM convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.

NOTICE OF SGM

4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 16 December 2024 to Wednesday, 18 December 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder of the Company to be eligible to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 13 December 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Mr. KE Liming and Mr. ZHANG Qiang; 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.