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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)

VOLUNTARY ANNOUNCEMENT
ACQUISITION OF 30% EQUITY INTEREST IN THE TARGET COMPANY

This announcement is made by China Ruyi Holdings Limited (the “**Company**”, together with its subsidiaries and its controlled entities, the “**Group**”) on a voluntary basis.

ACQUISITION OF 30% EQUITY INTEREST IN THE TARGET COMPANY

The Company is pleased to announce that, recently, Shanghai Ruyi Xingchen Enterprise Management Co., Ltd.* (上海儒意星辰企業管理有限公司) (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company, Shanghai Wanda Network Finance Services Company Limited* (上海萬達網絡金融服務有限公司) (the “**Vendor**”) and KuaiQian Financial Services (Shanghai) Co., Ltd.* (快錢金融服務(上海)有限公司) (the “**Target Company**”) entered into an equity transfer agreement (the “**Agreement**”), pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to transfer 30% equity interest in the Target Company (the “**Acquisition**”) at a cash consideration of RMB240,000,000, payable in three instalments.

The Target Company was among the first batch of entities to obtain a third-party payment license issued by the People’s Bank of China (the “**PBOC**”) in 2011. It primarily provides comprehensive payment solutions for large and medium-sized enterprises. Meanwhile, it actively expands overseas, develops digital currency, and launches various cross-border products such as cross-border collection and payment, global payment acceptance, cross-border RMB settlement, and overseas shopping. It vigorously expands cross-border business and offers comprehensive payment solutions for multiple cross-border scenarios.

The transaction is subject to the fulfillment of a number of conditions, including the approval of the PBOC.

Upon completion, the Company will become the single largest shareholder of the Target Company, but the Target Company will not become a subsidiary of the Company, and the financial results of the Target Company will not be consolidated in the Group's financial statements. The Target Company should be accounted for as an interest in an associate.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company believes that the Acquisition will facilitate the Group to expand its business into the third-party payment and fintech fields, which is expected to contribute to the Group's long-term growth and development. The Target Company is one of the fully licensed third-party payment institutions in Mainland China, holding multiple payment licenses covering Internet payment, mobile payment, bank card payment acceptance, and cross-border RMB payment, and has completed cross-border RMB record filings. The Target Company has accumulated rich merchant resources and industry experience in multiple industries such as finance, insurance, aviation and tourism, retail, and cross-border business, boosting a solid market position and business foundation. Accordingly, the Company believes that the payment services of the Target Company can generate synergies with the Group's existing businesses, including online streaming and online game services, as well as the offline cinema business of Wanda Film Holding Co., Ltd., an indirectly-invested subsidiary of the Company.

In addition, the Target Company is also one of the first-batch partners of the Digital Currency Research Institute of the People's Bank of China, which could fully accept digital RMB and actively participate in the application and promotion of digital RMB and cross-border payment scenarios, with good policy orientation and technological innovation potential.

The Company believes that the Acquisition will help the Group expand its fintech business, achieve business diversification, and bring long-term strategic synergistic benefits and potential growth opportunities to the Group leveraging on the Target Company's industry resources, technological capabilities, and policy advantages.

Based on the above, the Company considers that the terms and conditions of the Agreement are fair and reasonable, and the Acquisition is in the interests of the Company and the Company's shareholders (the "**Shareholders**") as a whole.

INFORMATION OF THE PARTIES

The Group

The Company is listed on The Stock Exchange of Hong Kong Limited (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 the manufacture and sales of accessories.

The Purchaser is a company incorporated in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company. Its principal business activities include enterprise management consultancy, corporate image planning, technology services, technology development, technology consultancy, technology exchange, technology transfer, technology promotion and information consultancy services.

The Vendor

The Vendor is a company incorporated in the PRC with limited liability. The ultimate beneficial owner of the Vendor is Mr. Wang Jianlin. The Vendor is principally engaged in internet information services, securities investment consultancy and technology services.

Target Company

The Target Company was among the first batch of entities to obtain a third-party payment license issued by the PBOC in 2011. It primarily provides comprehensive payment solutions for large and medium-sized enterprises. Meanwhile, it actively expands overseas, develops digital currency, and launches various cross-border products such as cross-border collection and payment, global payment acceptance, cross-border RMB settlement, and overseas shopping. It vigorously expands cross-border business and offers comprehensive payment solutions for multiple cross-border scenarios. As at the date of this announcement, the Vendor holds a 30% equity interest in the Target Company.

To the best of the Company's knowledge, information and belief and having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owners is a third party independent of the Company and its connected persons.

Shareholders and potential investors should be aware that the transaction under the Agreement is subject to the fulfilment of a number of conditions. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 22 July 2025

As at the date of this announcement, the Executive Directors of the Company are Mr. Ke Liming and Mr. Zhang Qiang; the Non-Executive Director of the Company is Mr. Yang Ming; and the Independent Non-Executive Directors of the Company are Mr. Chau Shing Yim, David, Mr. Nie Zhixin, Mr. Chen Haiquan and Professor Shi Zhuomin.

* For identification purposes only