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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **Ri Ying Holdings Limited** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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RI YING HOLDINGS LIMITED

日贏控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1741)

- (1) PROPOSED CHANGE OF COMPANY NAME;**
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
(3) PROPOSED REMOVAL OF DIRECTOR; AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING
-

A notice convening the extraordinary general Meeting (“**EGM**”) of the Company to be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 1 August 2024, Thursday, at 11:00 a.m. is set out on pages 11 to 14 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

11 July 2024

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 5 July 2024 in relation to the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the Proposed Removal of Director
“Articles of Association”	the amended and restated articles of association of the Company currently in force and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Ri Ying Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 1 August 2024, Thursday at 11:00 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	5 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Existing Memorandum and Articles of Association”	the second memorandum and articles of association of the Company currently in force as adopted on 17 March 2023

DEFINITIONS

“Proposed Change of Company Name”	the proposal for change of the English name of the Company from “Ri Ying Holdings Limited” to “Shing Chi Holdings Limited” and the dual foreign name in Chinese of the Company from “日赢控股有限公司” to “成志控股有限公司”
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association to reflect the Proposed Change of Company Name as set out in Appendix I to this circular
“Proposed Removal of Director”	the removal of Mr. Sun Wei as an executive Director
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company proposed to be adopted by the Company at the EGM

LETTER FROM THE BOARD

RI YING HOLDINGS LIMITED

日 贏 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1741)

Executive Directors:

Dr. Lau Chi Wang (Chairman)

Mr. Lau Chi Ming

Dr. Lau Chi Keung (Chief Executive Officer)

Mr. Sun Wei (Duties suspended)

Ms. Lau Yan Ki Patricia

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108 Cayman Islands

Independent Non-executive Directors:

Mr. Leung Bing Kwong Edward

Mr. Pang Ka Hang

Mr. Wong Chun Nam

Principal place of

business in Hong Kong:

6/F., Kai Tak Commercial Building

Nos. 317-319 Des Voeux Road Central

Sheung Wan

Hong Kong

11 July 2024

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION;
(3) PROPOSED REMOVAL OF DIRECTOR; AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement dated 5 July 2024 in relation to the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the Proposed Removal of Director.

The purpose of this circular is to provide you with information about, among other things, (i) the Proposed Change of Company Name; (ii) the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association; (iii) the Proposed Removal of Director; and (iv) notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement. The Board proposes to change the English name of the Company from “Ri Ying Holdings Limited” to “Shing Chi Holdings Limited” and the dual foreign name in Chinese of the Company from “日赢控股有限公司” to “成志控股有限公司”.

CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM; and
2. the approval by the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company in place of the former English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers the Proposed Change of Company Name is more appropriate as it will provide the Company with a more defined corporate image and identity and better reflect the current direction for the Company’s future business development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the Company’s existing name shall, after the Proposed Change of Company Name becomes effective, continue to be valid evidence of legal title of the Shares and will continue to be valid for trading, settlement, registration and delivery purposes for the same number of shares in the new name of the Company. Accordingly, there will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. After the Proposed Change of Company Name becomes effective, new share certificates of the Company will be issued in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective. The Company will make further announcement(s) as and when appropriate on the results of the EGM, the effective date(s) of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company for trading in its Shares on the Stock Exchange.

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to reflect the Proposed Change of Company name, the Board also proposes to amend and restate the Existing Memorandum and Articles of Association to reflect the Proposed Change of Company Name with effect from the time the Proposed Change of Company Name takes effect.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt the Third Amended and Restated Memorandum and Articles of Association in substitute for and to the exclusion of the Existing Memorandum and Articles of Association. The proposed adoption of the Third Amended and Restated Memorandum and Articles of Association is subject to the passing of the special resolution.

For details of the Proposed Amendments, please refer to Appendix I to this circular.

The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the Proposed Amendments comply with the applicable provisions under the Listing Rules. The Company has also received a written confirmation from its Cayman Islands legal advisers, confirming that the Proposed Amendments comply with the applicable laws and regulations in Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

PROPOSED REMOVAL OF DIRECTOR

As disclosed in the Announcement, the Board has resolved to convene the EGM for the purpose of considering and approving the Proposed Removal of Director in accordance with the Existing Memorandum and Articles of Association set forth below.

According to Article 114 of the Articles of Association, the Shareholders may by ordinary resolution remove any Director (including a managing director or other executive director) before the expiration of his/her term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company).

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED REMOVAL OF DIRECTOR

According to the announcement published by the Company dated 13 May 2024, certain published news have reported that Mr. Sun Wei, an executive Director, was alleged to be involved in a potential financial fraud in the People's Republic of China (the "PRC") (the "Incident") and the Incident is currently under investigation by relevant authorities in the PRC. On 13 May 2024, the Board convened a meeting to discuss the Incident but was unable to directly contact or reach Mr. Sun Wei to obtain further information regarding the Incident. Having considered the above circumstances and in order to alleviate any concerns among the shareholders of the Company and the public, the Board has resolved to suspend all duties and powers of Mr. Sun Wei as the executive Director with immediate effect until further notice. Up to the Latest Practicable Date, the Board was still unable to directly contact or reach Mr. Sun Wei. As such, the Board considers that it would be in the interests of the Company and its Shareholders as a whole to remove Mr. Sun Wei from the office of a Director pursuant to the Existing Memorandum and Articles of Association.

The Board considers that there will not be a material adverse effect on the business operations of the Group if the Proposed Removal of Director becomes effective. Accordingly, the Board has resolved to put forward an ordinary resolution at the EGM for considering, and if thought fit, approving the resolution by the Shareholders.

EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 1 August 2024, Thursday at 11:00 a.m. for the Shareholders to consider and, if thought fit, to pass the resolutions to approve the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the Proposed Removal of Director.

The notice convening the EGM is set out on pages 11 to 14 of this circular. Whether or not you intend to attend the EGM or any adjournment thereof (as the case may be), please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association nor the Proposed Removal of Director and no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

In accordance with the Listing Rules, the vote of all Shareholders taken at the EGM to approve the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the Proposed Removal of Director will be taken by poll. The results of the vote will be announced after the EGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from 29 July 2024, Monday to 1 August 2024, Thursday, both days inclusive, during which period no share transfer will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on 26 July 2024, Friday.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by a poll. Therefore, the chairman of the EGM will demand a poll for the ordinary and special resolutions to be put forward at the EGM pursuant to Article 72 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the EGM in accordance with rule 13.39(5) of the Listing Rules.

GENERAL

The Company will make further announcement(s) to inform the Shareholders of, among other things, the results of the EGM, the effective date(s) of the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association, the new English stock short name, Chinese stock short name for trading of the shares of the Company on the Stock Exchange.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the Proposed Removal of Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions to be proposed at the EGM to approve the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the Proposed Removal of Director.

Yours faithfully,
For and on behalf of the Board
Ri Ying Holdings Limited
Lau Chi Wang
Chairman and Executive Director

**APPENDIX I PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The details of the proposed amendments to the Existing Memorandum and Articles of Association are set out below:

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
Cover	
<p>SECOND AMENDED AND RESTATED MEMORANDUM</p> <p>AND</p> <p>ARTICLES</p> <p>OF</p> <p>ASSOCIATION</p> <p>RI YING HOLDINGS LIMITED 日赢控股有限公司</p> <p>(as adopted by a Special Resolution passed on 17 March 2023)</p>	<p>SECOND THIRD AMENDED AND RESTATED</p> <p>MEMORANDUM</p> <p>AND</p> <p>ARTICLES</p> <p>OF</p> <p>ASSOCIATION</p> <p>RI YING HOLDINGS LIMITED 日赢控股有限公司</p> <p>SHING CHI HOLDINGS LIMITED 成志控股有限公司</p> <p>(as adopted by a Special Resolution passed on 17 March 2023 1 August 2024)</p>
Memorandum of Association	
<p>SECOND AMENDED AND RESTATED MEMORANDUM OF</p> <p>ASSOCIATION OF</p> <p>RI YING HOLDINGS LIMITED 日赢控股有限公司</p> <p>(THE “COMPANY”)</p> <p>(as adopted by a Special Resolution passed on 17 March 2023)</p>	<p>SECOND THIRD AMENDED AND RESTATED</p> <p>MEMORANDUM OF</p> <p>ASSOCIATION OF</p> <p>RI YING HOLDINGS LIMITED 日赢控股有限公司</p> <p>SHING CHI HOLDINGS LIMITED 成志控股有限公司</p> <p>(THE “COMPANY”)</p> <p>(as adopted by a Special Resolution passed on 17 March 2023 1 August 2024)</p>
<p>1. The name of the Company is RI YING HOLDINGS LIMITED 日赢控股有限公司.</p>	<p>1. The name of the Company is RI YING HOLDINGS LIMITED 日赢控股有限公司 SHING CHI HOLDINGS LIMITED 成志控股有限公司.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
Articles of Association	
<p>SECOND AMENDED AND RESTATED</p> <p>ARTICLES OF</p> <p>ASSOCIATION OF</p> <p>RI YING HOLDINGS LIMITED 日赢控股有限公司</p> <p>(THE “COMPANY”)</p> <p>(as adopted by a Special Resolution passed on 17 March 2023)</p>	<p>SECOND THIRD AMENDED AND RESTATED</p> <p>ARTICLES OF</p> <p>ASSOCIATION OF</p> <p>RI YING HOLDINGS LIMITED 日赢控股有限公司</p> <p>SHING CHI HOLDINGS LIMITED 成志控股有限公司</p> <p>(THE “COMPANY”)</p> <p>(as adopted by a Special Resolution passed on 17 March 2023 1 August 2024)</p>

NOTICE OF EXTRAORDINARY GENERAL MEETING

RI YING HOLDINGS LIMITED

日贏控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1741)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of shareholders of Ri Ying Holdings Limited (the “Company”) will be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 1 August 2024, Thursday, at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. “**THAT:** Mr. Sun Wei be and is hereby removed as a director of the Company (the “**Director**”) and cease to hold all position in the Company pursuant to article 114 of the articles of association of the Company with immediate effect upon the passing of this resolution.”

SPECIAL RESOLUTIONS

2. “**THAT:**

subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Ri Ying Holdings Limited” to “Shing Chi Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “日贏控股有限公司” to “成志控股有限公司” (the “**Proposed Change of Company Name**”); and any one director of the Company or the company secretary of the Company be and is hereby authorised to do all such acts and things, arrange for the requisite filings in the Cayman Islands and Hong Kong, and execute and deliver all such documents as he/she consider necessary, desirable or expedient for the purpose of giving effect to the Proposed Change of Company Name.”

3. “**THAT:**

subject to the Proposed Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands:

- (a) the existing second amended and restated memorandum of association and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles**”) be amended by replacing all references to “Ri Ying Holdings Limited” with “Shing Chi Holdings Limited and all references to “日贏控股有限公司” with “成志控股有限公司” to reflect the Proposed Change of Company name;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles**”) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the Second Amended and Restated Memorandum and Articles; and

- (c) any one director of the Company or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the proposed amendments and the proposed adoption of the Third Amended and Restated Memorandum and Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

QUESTIONS FROM SHAREHOLDERS

The Board considers that the EGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders’ participation in the EGM is considered to be important. The Board wishes to emphasise that Shareholders can raise questions during the EGM. Shareholders who would like to raise questions in relation to any resolution set out in this notice or the business of the Company at the EGM can submit questions by 11:00 a.m. on Tuesday, 30 July 2024 (being not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof) via email to JLA@fong-on.com.hk or via telephone hotline at (852) 2891 8359 providing personal particulars as follows for verification purposes:

- (a) Full name;
- (b) Registered address;
- (c) Number of Shares held;
- (d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);
- (e) Contact telephone number; and
- (f) Email address.

Shareholders attending the EGM can also submit questions during the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Board will arrange to answer the questions raised by Shareholders at the EGM and those submitted in advance to the extent possible.

By order of the Board
Ri Ying Holdings Limited
Lau Chi Wang
Chairman and Executive Director

Hong Kong, 11 July 2024

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
 - (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
 - (3) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
 - (4) In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment thereof.
 - (5) For the purposes of determining shareholders' eligibility to attend, speak and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from 29 July 2024, Monday to 1 August 2024, Thursday (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the EGM (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 26 July 2024, Friday.
 - (6) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
 - (7) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the website of the Company (www.riyingholding.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.
- The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.
- (8) A form of proxy for use by shareholders at the EGM is enclosed.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the executive Directors are Dr. Lau Chi Wang, Mr. Lau Chi Ming, Dr. Lau Chi Keung, Mr. Sun Wei (duties suspended) and Ms. Lau Yan Ki Patricia; and the independent non-executive Directors are Mr. Leung Bing Kwong Edward, Mr. Pang Ka Hang and Mr. Wong Chun Nam.