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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)

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;
- (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.

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.

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.