

30 August 2023

The Board of Directors
China Ruyi Holdings Limited
15/F, YF Life Centre, 38 Gloucester Road
Wanchai, Hong Kong

Dear Sirs and Mesdames,

**CONNECTED TRANSACTION INVOLVING
(1) PROPOSED ISSUE OF NEW SHARES TO
SUBSTANTIAL SHAREHOLDER UNDER SPECIFIC MANDATE;
AND
(2) PROPOSED REFRESHMENT OF GENERAL MANDATE**

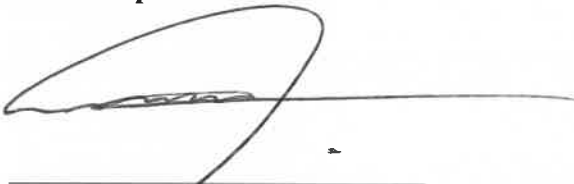
We refer to the circular issued by China Ruyi Holdings Limited (the “**Company**”) on 30 August 2023 (the “**Circular**”) in relation to the captioned matter. Capitalised terms used herein should have the same meanings as those defined in the Circular.

We hereby consent and confirm that we have not withdrawn our consent to the issue of the Circular with the inclusion of our letter and references of our name in the Circular in the form and context in which they are included.

We also confirm that as at the Latest Practicable Date:

- (i) we 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;
- (ii) we did not have any interest, direct or indirect, in any assets which have been, since 31 December 2022, being the date to which the latest published audited accounts 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.

Yours faithfully,
For and on behalf of
Maxa Capital Limited



Sammy Leung
Managing Director