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RENTIAN TECHNOLOGY HOLDINGS LIMITED

仁天科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00885)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 51% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY

THE ACQUISITION

The Board is pleased to announce that on 31 March 2016 (after trading hours), the Purchaser, the Company and the Vendors entered into the Agreement, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares at the Consideration of HK\$1,101,600,000 (subject to adjustment). The Sale Shares represent 51% of the issued share capital of the Target Company.

The Consideration of HK\$1,101,600,000 (subject to adjustment) shall be satisfied by the Purchaser in the following manner:

- (i) as to HK\$771,120,000 by procuring the Company to allot and issue the Consideration Shares at the Issue Price of HK\$0.51 per Consideration Share to the Vendors in proportion to their respective interests in the Sale Shares upon Completion; and

* For identification purpose only

(ii) as to the remaining balance of HK\$330,480,000 by issue of the Promissory Notes by the Company to the Vendors in proportion to their respective interests in the Sale Shares upon Completion.

Upon Completion, the Company will be interested in 51% of the issued share capital of the Target Company and the Target Group will be accounted for as indirect non wholly-owned subsidiaries of the Company.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Acquisition pursuant to the Agreement exceed 5% but all the percentage ratios are less than 25%, the Acquisition constitutes a disclosable transaction for the Company under Chapter 14 of the Listing Rules and therefore the Company is subject to the reporting and announcement requirements.

WARNING NOTICE

As Completion is subject to the fulfillment of various conditions precedent as set out in the Agreement, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

Reference is made to the announcements of the Company dated 15 December 2015 and 29 February 2016, pursuant to which the Company has entered into a non-legally binding MOU with the Vendors in respect of the possible acquisition of 51% of the issued share capital of the Target Company.

The Board is pleased to announce that on 31 March 2016 (after trading hours), the Purchaser, the Company and the Vendors entered into the Agreement, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares at the Consideration of HK\$1,101,600,000 (subject to adjustment). The Sale Shares represent 51% of the issued share capital of the Target Company.

THE AGREEMENT

Date: 31 March 2016 (after trading hours)

- Parties:
- (i) the Purchaser;
 - (ii) the Vendors; and
 - (iii) the Company.

Each of Vendor A, Vendor B and Vendor C is an investment holding company. As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendors and their respective ultimate beneficial owners are Independent Third Parties.

Assets to be acquired

Pursuant to the Agreement, the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares.

The Sale Shares represent 51% of the issued share capital of the Target Company. As at the date of this announcement, the Target Company is beneficially owned as to 51% by the Vendors (as to 20%, 16% and 15% of the issued share capital of the Target Company are beneficially owned by Vendor A, Vendor B and Vendor C respectively) and 49% by Future Merit. Upon Completion, the Target Company will be beneficially owned as to 51% by the Purchaser and 49% by Future Merit.

Consideration

The total Consideration of HK\$1,101,600,000 (subject to adjustment as described in the paragraph headed "Profit guarantees and compensation" below) shall be settled by the Purchaser by the following manner:

- (i) as to HK\$771,120,000 by procuring the Company to allot and issue an aggregate of 1,512,000,000 Consideration Shares at the Issue Price of HK\$0.51 per Consideration Share to the Vendors upon the Completion, of which 592,941,176 Consideration Shares, 474,352,942 Consideration Shares and 444,705,882 Consideration Shares will be issued to Vendor A, Vendor B and Vendor C respectively; and

- (ii) as to the remaining balance of HK\$330,480,000 by the issue of the Promissory Notes by the Company to the Vendors upon the Completion, of which the Promissory Notes with principal amount of HK\$129,600,000, HK\$103,680,000 and HK\$97,200,000 will be issued to Vendor A, Vendor B and Vendor C respectively.

The Consideration was agreed between the Purchaser and the Vendors after arm's length negotiations. Having considered (i) the business development and prospects of the Target Group in the medium to long term; (ii) the Profit Guarantees; and (iii) the Consideration will be satisfied by the issue and allotment of the Consideration Shares and the issue of the Promissory Notes upon the Completion without initial deposit and the use of the financial resources of the Group. The Directors (including the independent non-executive Directors) consider that the Consideration is fair and reasonable and the terms and conditions of the Acquisition are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Conditions precedent

Completion is subject to the following conditions having been fulfilled or waived (as the case may be):

- (a) the Purchaser being reasonably satisfied with the results of the due diligence review of the assets, liabilities, operations and affairs of the Target Group;
- (b) all necessary consents and approvals required to be obtained on the part of the Purchaser, the Target Company, the Vendors and the Company in respect of the Agreement and the transactions contemplated thereby having been obtained;
- (c) all necessary waiver, consent and approval (if required) required to be obtained from the relevant governmental or regulatory authorities or other third parties which are necessary in connection with the Agreement and the transactions contemplated thereunder having been obtained;
- (d) the Listing Committee of the Stock Exchange granting listing of and permission to deal with the Consideration Shares; and
- (e) the warranties made by the Vendors in the Agreement remaining true and accurate in all respects.

Conditions (a) and (e) above are waivable by the Purchaser under the Agreement while all the other conditions are incapable of being waived. If the conditions precedent have not been fulfilled (or as the case may be, waived by the Purchaser) on or before 5:00 p.m. on 30 June 2016 or such later date as agreed by the Purchaser and the Vendors, the Agreement shall cease and terminate and thereafter none of the parties to the Agreement shall have any obligations or liabilities towards each other except in respect of any antecedent breach of the Agreement.

Completion

Completion shall take place on the Completion Date after all the conditions of the Agreement have been fulfilled or waived or such later date as may be agreed between the Vendors and the Purchaser.

Upon Completion, the Company will be interested in 51% of the issued share capital of the Target Company and the Target Group will be accounted for as indirect non wholly-owned subsidiaries of the Company.

PROFIT GUARANTEES AND COMPENSATION

Pursuant to the Agreement, each of the Vendors has jointly and severally, unconditionally and irrevocably guaranteed to the Purchaser that the consolidated net profit after taxation but before extraordinary and exceptional items of the Target Group, based on the financial statements prepared in accordance with Hong Kong Financial Reporting Standards, shall not be less than HK\$144,000,000 for the financial year ending 31 December 2016 (the “**2016 Guaranteed Profit**”) and shall not be less than HK\$216,000,000 for the financial year ending 31 December 2017 (the “**2017 Guaranteed Profit**”).

In the event the 2016 Actual Net Profit is less than the 2016 Guaranteed Profit, the Vendors shall compensate the Purchaser an amount (the “**2016 Compensation Amount**”) calculated by reference to the following formula:

$$\begin{array}{r} \text{2016 Compensation} \\ \text{Amount} \end{array} = \text{Consideration} \times \frac{\text{2016 Guaranteed Profit} - \text{2016 Actual Net Profit}}{\text{2016 Guaranteed Profit} + \text{2017 Guaranteed Profit}}$$

In the event the 2017 Actual Net Profit is less than the 2017 Guaranteed Profit, the Vendors shall compensate the Purchaser an amount (the “**2017 Compensation Amount**”) calculated by reference to the following formula:

$$\text{2017 Compensation Amount} = \text{Consideration} \times \frac{\text{2017 Guaranteed Profit} - \text{2017 Actual Net Profit}}{\text{2016 Guaranteed Profit} + \text{2017 Guaranteed Profit}}$$

For the avoidance of doubt, if any of the 2016 Actual Net Profit or the 2017 Actual Net Profit shall be negative, the respective profit shall be deemed zero. The maximum amount of the 2016 Compensation Amount should be HK\$440,640,000 and the maximum amount of the 2017 Compensation Amount should be HK\$660,960,000. Each of the Vendors shall bear the 2016 Compensation Amount and 2017 Compensation Amount in proportion to their respective interests in the Sale Shares.

The 2016 Actual Net Profit and 2017 Actual Net Profit shall be determined according to the consolidated financial statements of the Target Group for years ending 31 December 2016 and 31 December 2017 respectively which shall be reviewed by the auditor nominated by the Purchaser within 4 months after the respective said period or any other date as agreed by the Vendors and the Purchaser.

The 2016 Compensation Amount and the 2017 Compensation Amount shall be settled by the Vendors with the Purchaser within 7 Business Days after the date of confirmation of the respective 2016 Actual Net Profit and the 2017 Actual Net Profit by way of setting off the Promissory Notes together with the relevant interest; and any remaining balance will be settled in cash in the event the Promissory Notes together with the relevant interest are not sufficient to cover the respective 2016 Compensation Amount and the 2017 Compensation Amount.

CONSIDERATION SHARES

The Consideration Shares will be allotted and issued at the Issue Price, credited as fully paid. The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, on the record date which falls on or after the date of such allotment and issue.

The Issue Price represents:

- (i) a discount of approximately 10.53% to the closing price of HK\$0.570 per Share as quoted on the Stock Exchange on 31 March 2016, being the date of the Agreement;
- (ii) a discount of approximately 9.89% to the average of the closing prices of HK\$0.566 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of the Agreement; and
- (iii) a discount of approximately 10.21% to the average of the closing prices of HK\$0.568 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to the date of the Agreement.

The Issue Price was determined by the Board after taking into account the prevailing Share prices and the Directors consider that the Issue Price is fair and reasonable.

The Consideration Shares represent approximately 17.51% of the existing issued share capital of the Company and approximately 14.90% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares. The Consideration Shares will be allotted and issued pursuant to the General Mandate and will be allotted and issued on the date of Completion. As at the date of this announcement, no Shares have been issued and allotted under the General Mandate.

Lock-up periods

Pursuant to the Agreement, each of the Vendors undertook to, and covenanted with the Company that, unless with prior written consent from the Company, it will not, sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, the Consideration Shares within the following lock-up periods:

- (i) all of the Consideration Shares are subject to the lock-up period from the date of Completion up to the date of confirmation by both the Purchaser and the Vendors of the 2016 Actual Net Profit; and
- (ii) 50% of the Consideration Shares (being approximately 756,000,000 Consideration Shares) are subject to the lock-up period from the date of confirmation by both the Purchaser and the Vendors of the 2016 Actual Net Profit up to the date of confirmation by both the Purchaser and the Vendors of the 2017 Actual Net Profit.

Application for listing

Application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

THE PROMISSORY NOTES

Set out below are the principal terms of the Promissory Notes:

Promissory Notes 1

Issuer:	The Company
Date of issue:	Completion Date
Aggregate principal amount:	HK\$165,240,000, in which Promissory Notes 1 with principal amount of HK\$64,800,000, HK\$51,840,000 and HK\$48,600,000 will be issued to Vendor A, Vendor B and Vendor C respectively
Maturity date:	The later of 30 April 2017 or the date of confirmation by both the Purchaser and the Vendors of the 2016 Actual Net Profit (the “ PN 1 Maturity Date ”)
Interest:	Interest shall accrue on the outstanding amount commencing from the date of the Promissory Notes 1 at the rate of 3% per annum to the PN 1 Maturity Date. The Company shall pay to the noteholders of the Promissory Notes 1 interest on the outstanding amount on the PN 1 Repayment Date (as defined below)
Repayment:	The full amount of the Promissory Notes 1 shall be due and repayable within 30 Business Days after the PN 1 Maturity Date (the “ PN 1 Repayment Date ”)
Transferability:	The noteholders of the Promissory Notes 1 shall not assign or transfer the Promissory Notes 1 or any part thereof to any third party without the prior written consent of the Company

Promissory Notes 2

Issuer:	The Company
Date of issue:	Completion Date
Aggregate principal amount:	HK\$165,240,000, in which Promissory Notes 2 with principal amount of HK\$64,800,000, HK\$51,840,000 and HK\$48,600,000 will be issued to the Vendor A, Vendor B and Vendor C respectively
Maturity date:	The later of 30 April 2018 or the date of confirmation by both the Purchaser and the Vendors of the 2017 Actual Net Profit (the “ PN 2 Maturity Date ”)
Interest:	Interest shall accrue on the outstanding amount commencing from the date of the Promissory Notes 2 at the rate of 3% per annum to the PN 2 Maturity Date. The Company shall pay to the noteholders of the Promissory Notes 2 interest on the outstanding amount on the PN 2 Repayment Date (as defined below)
Repayment:	The full amount of the Promissory Notes 2 shall be due and repayable within 30 Business Days after the PN 2 Maturity Date (the “ PN 2 Repayment Date ”)
Transferability:	The noteholders of the Promissory Notes 2 shall not assign or transfer the Promissory Notes 2 or any part thereof to any third party without the prior written consent of the Company

CHANGES IN SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement and prior to Completion; and (ii) immediately upon Completion and the allotment and issue of the Consideration Shares.

Shareholders	As at the date of this announcement		Immediately upon Completion and the allotment and issue of the Consideration Shares	
	Number of Shares	Approximately %	Number of Shares	Approximately %
Mr. King Pak Fu (<i>Note 1</i>)	5,283,433,350	61.18	5,283,433,350	52.06
Ms. Yang Xiaoying (<i>Note 2</i>)	210,000,000	2.43	210,000,000	2.07
Vendor A	–	–	592,941,176	5.84
Vendor B (<i>Note 3</i>)	353,670,000	4.10	828,022,942	8.16
Vendor C	–	–	444,705,882	4.38
Sub-total	353,670,000	4.10	1,865,670,000	18.38
Public Shareholders	2,789,287,180	32.30	2,789,287,180	27.49
Total	8,636,390,530	100.00	10,148,390,530	100.00

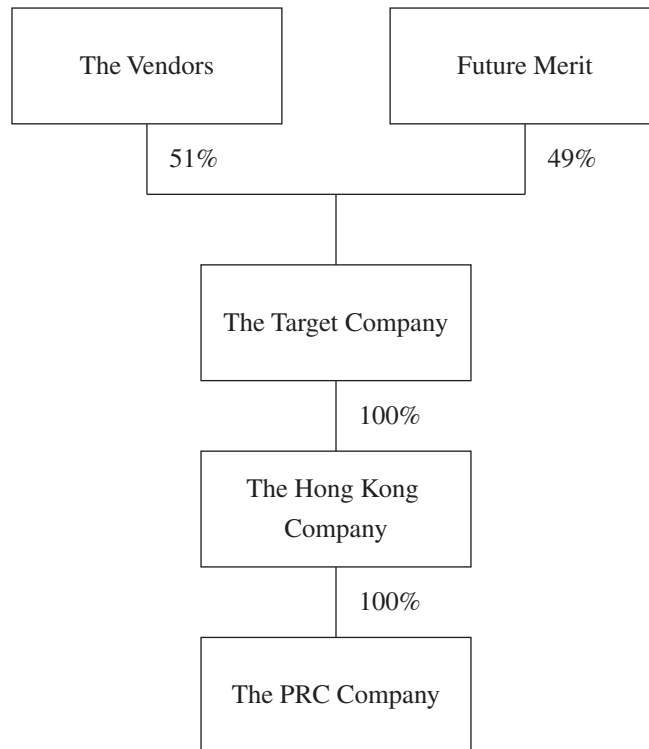
Notes:

- Mr. King Pak Fu is interested in the share capital of the Company through his wholly-owned companies Mystery Idea Limited and Better Joint Venture Limited, being the beneficial owner of 5,116,673,350 Shares and 11,260,000 Shares respectively and through Carnival Group International Holdings Limited, being the beneficial owner of 155,500,000 Shares. Carnival Group International Holdings Limited is 71.43% indirectly owned by Mr. King Pak Fu.
- These Shares are registered in the name of Toplap International Limited (“**TIL**”), which is owned as to 90% by Ms. Yang Xiaoying, an executive Director and the chief executive officer of the Company. By virtue of the SFO, Ms. Yang Xiaoying is deemed to be interested in 210,000,000 Shares held by TIL.
- As at the date of this announcement, each of Vendor B and Giant Profit Enterprises Limited (“**Giant Profit**”) is wholly owned by Mr. Lee Tai Hay (“**Mr. Lee**”) and Giant Profit is interested in 353,670,000 Shares. As such, Mr. Lee is deemed to be interested in 353,670,000 Shares held by Giant Profit. Immediately upon Completion, Mr. Lee will be deemed to be interested in 828,022,942 Shares through Vendor B and Giant Profit, being the beneficial owner of 474,352,942 Shares and 353,670,000 Shares respectively.

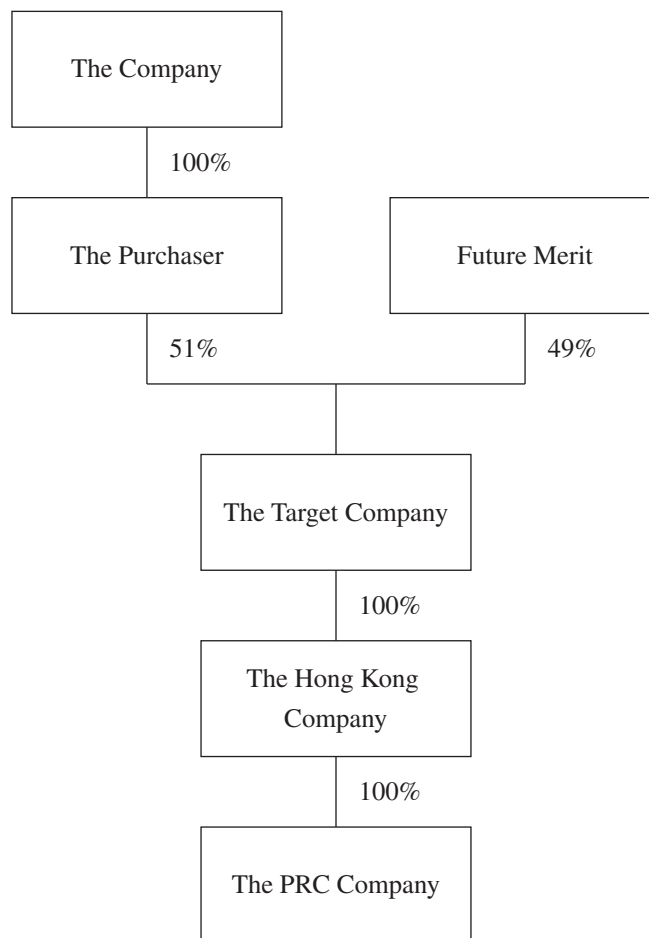
4. Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

SHAREHOLDING STRUCTURE OF THE TARGET GROUP

Set out below is the shareholding structure of the Target Group immediately before Completion:



Set out below is the shareholding structure of the Target Group immediately upon Completion:



INFORMATION ON THE TARGET GROUP

The Target Company is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. As at the date of this announcement, the Target Company is owned as to 20% by Vendor A, 16% by Vendor B, 15% by Vendor C and 49% by Future Merit. The Target Company is the holding company of the Hong Kong Company.

The Hong Kong Company is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. The Hong Kong Company is the holding company of the PRC Company.

The PRC Company is a company incorporated in the PRC with limited liability and is principally engaged in providing one-stop solution, including but not limited to marketing research, software design, IT solution and strategic business consultation and development, to companies in the commodities industry.

FINANCIAL INFORMATION OF THE TARGET GROUP

Set out below is the unaudited consolidated financial information of the Target Group based on its management accounts prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the year ended 31 December 2014 (unaudited) <i>HK\$'000</i>	For the year ended 31 December 2015 (unaudited) <i>HK\$'000</i>
Turnover	–	39,631
Net (loss)/profit before taxation	(1)	14,858
Net (loss)/profit after taxation	(1)	5,779
	As at 31 December 2014 (unaudited) <i>HK\$'000</i>	As at 31 December 2015 (unaudited) <i>HK\$'000</i>
Net (liabilities)/assets	(50)	5,580

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company, and through its subsidiaries and associated company, is principally engaged in (i) the provision of data management services and “integrated smart internet-of-things solutions for modern centralized industrial supply chains” to corporate and enterprise customers; (ii) securities investment; and (iii) money lending business.

The Target Group is principally engaged in providing one-stop solution, including but not limited to marketing research, software design, IT solution and strategic business consultation and development, to companies in the commodities industry. The Acquisition will strengthen the software development of the Group and diversify the Group’s business into internet finance and related sectors, including trading management and hosting services for bulk commodities supply chain, information broadcasting, internet-of-things storage and logistics facilitation, and transaction settlement and electronic payment system. Therefore, the Board is optimistic on the business prospects of the Target Group and considers that the Acquisition would further enhance the profitability of the Group.

Given the Target Group’s extensive experience in the IT and platform operation, the Board considers that the Acquisition will strengthen the software development of the Group and diversify the Group’s business into one-stop solution provider in the commodities industry.

In view of the above, the Board considers that the Acquisition is in the interests of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Acquisition pursuant to the Agreement exceed 5% but all the percentage ratios are less than 25%, the Acquisition constitutes a disclosable transaction for the Company under Chapter 14 of the Listing Rules and therefore the Company is subject to the reporting and announcement requirements.

WARNING NOTICE

As Completion is subject to the fulfillment of various conditions precedent as set out in the Agreement, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“2016 Actual Net Profit”	the consolidated net profit after taxation but before extraordinary and exceptional items of the Target Group, as shown in the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards for the financial year ending 31 December 2016
“2017 Actual Net Profit”	the consolidated net profit after taxation but before extraordinary and exceptional items of the Target Group, as shown in the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards for the financial year ending 31 December 2017
“Acquisition”	the proposed acquisition of 51% of the issued share capital of the Target Company through the purchase of the Sale Shares by the Purchaser as contemplated under the Agreement
“Agreement”	the sale and purchase agreement dated 31 March 2016 entered into among the Purchaser, the Company and the Vendors in relation to the Acquisition
“associates”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours

“Company”	Rentian Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Agreement
“Completion Date”	the fifth Business Day (or such earlier date as determined by the Purchaser) after the date of fulfillment (or waiver) of all the conditions set out in the Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration”	the consideration for the Acquisition, being HK\$1,101,600,000 (subject to adjustment)
“Consideration Shares”	the Shares to be issued and allotted to the Vendors in satisfaction of part of the Consideration payable by the Purchaser under the Agreement, being in aggregate 1,512,000,000 new Shares
“Director(s)”	the director(s) of the Company from time to time
“Future Merit”	Future Merit Limited, being the beneficial owner of 49% of the issued share capital of the Target Company and an Independent Third Party
“General Mandate”	the general mandate granted to the Directors at the extraordinary general meeting of the Company held on 14 March 2016. Under this general mandate, the Directors are allowed to allot and issue up to 1,727,278,106 Shares. As at the date of this announcement, no Shares have been issued and allotted under the General Mandate

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Company”	Able Bright Asia Investment Limited, a company incorporated in Hong Kong with limited liability and is wholly-owned by the Target Company
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons (having the meaning ascribed to it under the Listing Rules)
“Issue Price”	HK\$0.51 per Consideration Share
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 15 December 2015 entered into by the Company and the Vendors in relation to the possible acquisition of the Target Company
“PRC”	the People’s Republic of China
“PRC Company”	Qingdao Jiashengtai Investment Consulting Co., Ltd.* (青島嘉盛泰投資諮詢有限公司) is a company incorporated in the PRC with limited liability and is wholly-owned by the Hong Kong Company
“Profit Guarantees”	collectively, the 2016 Guaranteed Profit and the 2017 Guaranteed Profit
“Promissory Notes”	Promissory Notes 1 and Promissory Notes 2

“Promissory Notes 1”	the promissory notes in the principal amount of HK\$165,240,000 to be issued by the Company in favour of the Vendors in settlement of part of the Consideration
“Promissory Notes 2”	the promissory notes in the principal amount of HK\$165,240,000 to be issued by the Company in favour of the Vendors in settlement of part of the Consideration
“Purchaser”	Gauteng Focus Limited, a company incorporated in British Virgin Islands with limited liability, a wholly-owned subsidiary of the Company
“Sale Shares”	51 ordinary shares of the Target Company, representing 51% of the issued share capital of the Target Company as at the date of the Agreement
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0010 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Next Concept International Investment Limited, a company incorporated in the British Virgin Islands with limited liability
“Target Group”	the Target Company and its subsidiaries
“Vendor A”	Superb Fortune Limited, being the beneficial owner of 20% of the issued share capital of the Target Company and an Independent Third Party

“Vendor B”	Glory Image International Investment Limited, being the beneficial owner of 16% of the issued share capital of the Target Company and an Independent Third Party
“Vendor C”	Asia Shine International Limited, being the beneficial owner of 15% of the issued share capital of the Target Company and an Independent Third Party
“Vendors”	collectively, Vendor A, Vendor B and Vendor C
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board
Rentian Technology Holdings Limited
Choi Chi Fai
Executive Director

Hong Kong, 31 March 2016

As at the date of this announcement, the Board comprises the following members:

Executive Directors

Ms. Yang Xiaoying (*Chief Executive Officer*)
Mr. Tsang To
Mr. Choi Chi Fai

Independent non-executive Directors

Mr. Pak William Eui Won
Mr. Zhang Xiaoman
Mr. Chin Hon Siang

* *For identification purpose only*