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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)

FIRST CLOSING OF 5.5% SECURED CONVERTIBLE BONDS DUE 2019 IN PRINCIPAL AMOUNT OF US\$80,000,000

The Board is pleased to announce that the conditions precedent set out in the Placing Agreement in respect of the first Closing have been fulfilled and that the first Closing of the CB Issue took place on 23 September 2016. The CB in the principal amount of US\$80,000,000 have been issued to the First Round Investors.

Reference is made to the announcement of the Company dated 9 September 2016 (the “**Announcement**”) in relation to the CB Issue. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

The Board is pleased to announce that the conditions precedent set out in the Placing Agreement in respect of the first Closing have been fulfilled and that the first Closing of the CB Issue took place on 23 September 2016. The CB in the principal amount of US\$80,000,000 (the “**Initial CB**”) have been issued to the First Round Investors in the amount set out as follows:

- (i) the CB in the principal amount of US\$40,000,000 have been issued to Cheer Hope Holdings Limited (“**Cheer Hope**”); and
- (ii) the CB in the principal amount of US\$40,000,000 have been issued to Kingdom Harvest Limited (“**Kingdom Harvest**”).

* *For identification purpose only*

Based on the initial Conversion Price of HK\$0.586 per Share, upon conversion in full by Cheer Hope of the CB subscribed by it, 529,351,535 Conversion Shares, representing approximately 5.22% of the existing issued share capital of the Company as at the date of this announcement and approximately 4.72% of the existing issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares assuming full conversion of the Initial CB, will be issued.

Based on the initial Conversion Price of HK\$0.586 per Share, upon conversion in full by Kingdom Harvest of the CB subscribed by it, 529,351,535 Conversion Shares, representing approximately 5.22% of the existing issued share capital of the Company as at the date of this announcement and approximately 4.72% of the existing issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares assuming full conversion of the Initial CB, will be issued.

For illustration purposes only, the following table sets out the shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately after the full conversion of the Initial CB on the assumption that (i) there is no further allotment and issue or repurchase of the Shares; and (ii) the Initial CB are converted in full at the initial Conversion Price of HK\$0.586 per Share based on the agreed exchange rate of US\$1 = HK\$7.755.

	As at the date of this announcement		Immediately after conversion of the Initial CB based on the assumptions stated above	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Mr. King Pak Fu (<i>Note 1</i>)	5,373,493,350	52.95	5,373,493,350	47.95
Ms. Yang Xiaoying (<i>Note 2</i>)	210,000,000	2.07	210,000,000	1.87
Sub-total:	5,583,493,350	55.02	5,583,493,350	49.82
CB Holders – First Round Investors				
– Cheer Hope	–	–	529,351,535	4.72
– Kingdom Harvest	–	–	529,351,535	4.72
Other public Shareholders	4,564,897,180	44.98	4,564,897,180	40.74
Sub-total:	4,564,897,180	44.98	5,623,600,250	50.18
Total:	<u>10,148,390,530</u>	<u>100.00</u>	<u>11,207,093,600</u>	<u>100.00</u>

Notes:

1. 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 5,174,673,350 Shares and 43,320,000 Shares respectively and through Carnival Group International Holdings Limited, being the beneficial owner of 155,500,000 Shares. Carnival Group International Holdings Limited is 66.24% indirectly owned by Mr. King Pak Fu as at the date of this announcement.
2. These 210,000,000 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Ms. Yang Xiaoying is deemed to be interested in these 210,000,000 Shares held by TIL.

By Order of the Board of
RENTIAN TECHNOLOGY HOLDINGS LIMITED
Choi Chi Fai
Executive Director

Hong Kong, 23 September 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