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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)**

### **ANNOUNCEMENT**

#### **CONTINUING CONNECTED TRANSACTIONS**

##### **RENEWED TENANCY AGREEMENTS**

On 30 September 2016, Equipment Company, as tenant, and Fujian Start, as landlord, entered into the Tenancy Agreement A3, pursuant to which Equipment Company has agreed to renew the existing lease of an office premise owned by Fujian Start for a term of 3 months commencing from 1 October 2016 to 31 December 2016.

On the same day, Jiangsu Start Dima, as tenant, and Fujian Start, as landlord, entered into the Tenancy Agreement B3, pursuant to which Jiangsu Start Dima has agreed to renew the existing lease of an office premise owned by Fujian Start for a term of 3 months commencing from 1 October 2016 to 31 December 2016.

##### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Mr. King, being the controlling shareholder of the Company, indirectly owns 38.36% interest in Fujian Start, and is also the director of Fujian Start. As such, Fujian Start is regarded as an associate of Mr. King, and hence regarded as a connected person of the Company under Rule 14A.07 of the Listing Rules.

\* For identification purpose only

In addition, Ms. Yang, being an executive director and the Chief Executive Officer of the Company, is currently a director of Fujian Start and hence also regarded as a connected person of the Company under Rule 14A.07 of the Listing Rules. Accordingly, the rents payable to Fujian Start under the Tenancy Agreements constitute Continuing Connected Transactions of the Company under Chapter 14A of the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Previous Tenancy Agreements are less than 0.1%. Therefore, these transactions constituted de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and were fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. No annual cap was therefore set for the Previous Tenancy Agreements.

Pursuant to Rule 14A.81 of the Listing Rules, the transactions contemplated under the Previous Tenancy Agreements and the Renewed Tenancy Agreements should be aggregated for the purpose of calculating the percentage ratios. In aggregate, the rental under the Tenancy Agreements exceeds HK\$3,000,000 and the applicable percentage ratios (other than the profits ratio) calculated in accordance with the Listing Rules for the continuing connected transaction exceeds 0.1% but less than 5%. Therefore, the transactions under the Tenancy Agreements and the proposed annual cap for the year ending 31 December 2016 are subject to the reporting, announcement and annual review requirements only and are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **RENEWED TENANCY AGREEMENTS**

### **Tenancy Agreement A3**

On 30 September 2016, Equipment Company entered into the Tenancy Agreement A3 with Fujian Start in relation to the renewal of the existing lease of an office premise in Fuzhou, the PRC owned by Fujian Start. The salient terms of the Tenancy Agreement A3 are set out below:

Date:	30 September 2016
Parties to the agreement:	Equipment Company (as the tenant); and Fujian Start (as the landlord)
Term:	3 months commencing from 1 October 2016 to 31 December 2016
Monthly rent:	RMB229,924.50 (equivalent to approximately HK\$275,909)
Total gross floor area:	Approximately 3,500 square meters

### **Tenancy Agreement B3**

On 30 September 2016, Jiangsu Start Dima entered into the Tenancy agreement B3 with Fujian Start in relation to the renewal of the existing lease of an office premise in Fuzhou, the PRC owned by Fujian Start. The salient terms of the Tenancy Agreement B3 are set out below:

Date:	30 September 2016
Parties to the agreement:	Jiangsu Start Dima (as the tenant); and Fujian Start (as the landlord)
Term:	3 months commencing from 1 October 2016 to 31 December 2016
Monthly rent:	RMB35,844.90 (equivalent to approximately HK\$43,014)
Total gross floor area:	Approximately 550 square meters

The office premise owned by Fujian Start under the Tenancy Agreements is an office situated in Fuzhou, the PRC. The aggregate rents under the Tenancy Agreements will be RMB3,189,232.80 (equivalent to approximately HK\$3,827,079).

The rents are determined after arm's length negotiations between the parties to the Renewed Tenancy Agreements with reference to the historical transaction amounts (details set out in the paragraph below headed "HISTORICAL TRANSACTION AMOUNT AND THE ANNUAL CAP" in this announcement) and the prevailing market price. The Directors (including the independent non-executive Directors) are of the view that the terms of the Renewed Tenancy Agreements are fair and reasonable, on normal commercial terms and in the interests of the Group and the Shareholders as a whole.

## **HISTORICAL TRANSACTION AMOUNT AND THE ANNUAL CAP**

The table below sets out the historical transaction amounts as contemplated under the Previous Tenancy Agreements:

<b>Tenancy agreement</b>	<b>Period</b>	<b>Monthly rent</b>	<b>Total rents</b>
Tenancy Agreement A1	From 1 January 2016 to 30 June 2016	RMB229,924.50 (equivalent to approximately HK\$275,909)	RMB1,379,547 (equivalent to approximately HK\$1,655,454)
Tenancy Agreement A2	From 1 July 2016 to 30 September 2016	RMB229,924.50 (equivalent to approximately HK\$275,909)	RMB689,773.50 (equivalent to approximately HK\$827,727)
Tenancy Agreement B1	From 1 January 2016 to 30 June 2016	RMB35,844.90 (equivalent to approximately HK\$43,014)	RMB215,069.40 (equivalent to approximately HK\$258,084)
Tenancy Agreement B2	From 1 July 2016 to 30 September 2016	RMB35,844.90 (equivalent to approximately HK\$43,014)	RMB107,534.70 (equivalent to approximately HK\$129,042)
		<b>Total</b>	<b>RMB2,391,924.60</b> <b>(equivalent to approximately</b> <b>HK\$2,870,307)</b>

The aggregate rents paid/payable to Fujian Start for the period from 1 January 2016 to 30 September 2016 (both days inclusive) was approximately RMB2,391,924.60 (equivalent to approximately HK\$2,870,307).

Having considered (i) the historical transaction amounts under the Previous Tenancy Agreements; and (ii) the prevailing market rent for comparable office premise at similar locations in Fuzhou, the Board propose the aggregate annual caps, being the maximum aggregate annual value as defined under the Listing Rules, for the rental to be payable under the Tenancy Agreements for the financial year ending 31 December 2016 will be approximately HK\$4 million.

## **REASONS FOR THE CONTINUING CONNECTED TRANSACTIONS**

The office premise owned by Fujian Start under the Tenancy Agreements is an office situated in Fuzhou. In order to avoid unnecessary moving cost and business interruption, the Board considered it is most favorable for Equipment Company and Jiangsu Start Dima to retain the existing office premise and enter into the Tenancy Agreements with Fujian Start. To allow flexibility, the management of Equipment Company and Jiangsu Start Dima has been exploring other office premises in the market without intention to rent the existing office premise in long term, thus the terms of the Tenancy Agreements entered into are less than one (1) year.

The Board (including the independent non-executive Directors) considers that the terms of the Tenancy Agreements are on normal commercial terms, in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Mr. King being the controlling shareholder of the Company indirectly owns 38.36% interest in Fujian Start and is also the director of Fujian Start. As such, Fujian Start is regarded as an associate of Mr. King, and hence regarded as a connected person of the Company for the purpose of Rule 14A.07 of the Listing Rules.

In addition, Ms. Yang, being an executive Director and the Chief Executive Officer of the Company, is currently a director of Fujian Start and hence also regarded as a connected person of the Company under Rule 14.07 of the Listing Rules. Accordingly, the rents payable to Fujian Start under the Tenancy Agreements constitute Continuing Connected Transactions of the Company under Chapter 14A of the Listing Rules.

As Ms. Yang currently holds directorship positions in both the Company and Fujian Start, she has abstained from voting on the relevant Board resolutions passed at the relevant Board meeting held for considering and approving the terms of the Tenancy Agreements. Save as disclosed above, none of the Directors has a material interest in the Tenancy Agreements and therefore none of the other Directors has abstained from voting on such Board resolutions.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Previous Tenancy Agreements are less than 0.1%. Therefore, these transactions constituted de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and were fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. No annual cap was therefore set for the Previous Tenancy Agreements.

Pursuant to Rule 14A.81 of the Listing Rules, the transactions contemplated under the Previous Tenancy Agreements and the Renewed Tenancy Agreements are required to be aggregated for the purpose of calculating the percentage ratios. In aggregate, the rental under the Tenancy Agreements exceeds HK\$3,000,000 and the applicable percentage ratios (other than the profits ratio) calculated in accordance with the Listing Rules for the continuing connected transaction exceeds 0.1% but less than 5%. Therefore, the transactions under the Tenancy Agreements and the proposed annual cap for the year ending 31 December 2016 are subject to the reporting, announcement and annual review requirements only and are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **GENERAL INFORMATION**

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.

Fujian Start is a company established under the laws of the PRC and the shares of which are listed on the Shanghai Stock Exchange in the PRC. Fujian Start is principally engaged in the research and development, design, production and sales of smart mobile telecommunication terminals and related core components.

## DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Company”	Rentian Technology Holdings Limited (Stock Code: 00885), a company incorporated in Cayman Islands with limited liability, the Shares are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Continuing Connected Transactions”	the transactions under the Tenancy Agreement A3 and under the Tenancy Agreement B3
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Equipment Company”	福建實達電腦設備有限公司(Fujian Start Computer Equipment Co. Limited#), a company established under the laws of PRC on 12 May 1995, which is an indirect wholly owned subsidiary of the Company
“Fujian Start”	福建實達集團股份有限公司 (Fujian Start Group Company Limited#) (600734.SH), a company established under the laws of the PRC and the shares of which are listed on the Shanghai Stock Exchange in the PRC

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Jiangsu Start Dima”	江蘇實達迪美數據處理有限公司 (Jiangsu Start Dima Data Processing Company Limited <sup>#</sup> ), a company established under the laws of the PRC on 19 January 2009, which is owned as to 76.9231%, 13.8461% and 9.2308% by Equipment Company and two other shareholders of Jiangsu Start Dima respectively. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, each of the shareholders of Jiangsu Start Dima other than Equipment Company is an individual and is a third party independent of and not connected with the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. King”	Mr. King Pak Fu, the controlling shareholder (as defined under the Listing Rules) of the Company who is interested in approximately 52.95% shareholding of the Company as at the date of this announcement
“Ms. Yang”	Ms. Yang Xiaoying, an executive director and the Chief Executive Officer of the Company
“PRC”	the People’s Republic of China
“Previous Tenancy Agreements”	collectively, the Tenancy Agreement A1, the Tenancy Agreement A2, the Tenancy Agreement B1 and the Tenancy Agreement B2
“Renewed Tenancy Agreements”	the Tenancy Agreement A3 and the Tenancy Agreement B3
“RMB”	Renminbi, the lawful currency of the PRC



“Share(s)”	Ordinary shares with par value of HK\$0.001 each in the share capital of the Company
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreements”	the Previous Tenancy Agreements and the Renewed Tenancy Agreements
“Tenancy Agreement A1”	the tenancy agreement dated 1 January 2016 entered into between Equipment Company and Fujian Start, pursuant to which Equipment Company agreed to rent an office premise owned by Fujian Start for a term of 6 months commencing from 1 January 2016 to 30 June 2016
“Tenancy Agreement A2”	the tenancy agreement dated 1 July 2016 entered into between Equipment Company and Fujian Start, pursuant to which Equipment Company agreed to rent an office premise owned by Fujian Start for a term of 3 months commencing from 1 July 2016 to 30 September 2016
“Tenancy Agreement A3”	the tenancy agreement dated 30 September 2016 entered into between Equipment Company and Fujian Start, pursuant to which Equipment Company agreed to rent an office premise owned by Fujian Start for a term of 3 months commencing from 1 October 2016 to 31 December 2016
“Tenancy Agreement B1”	the tenancy agreement dated 28 December 2015 entered into between Jiangsu Start Dima and Fujian Start, pursuant to which Jiangsu Start Dima agreed to rent an office premise owned by Fujian Start for a term of 6 months commencing from 1 January 2016 to 30 June 2016

“Tenancy Agreement B2” the tenancy agreement dated 1 July 2016 entered into between Jiangsu Start Dima and Fujian Start, pursuant to which Jiangsu Start Dima agreed to rent an office premise owned by Fujian Start for a term of 3 months commencing from 1 July 2016 to 30 September 2016

“Tenancy Agreement B3” the tenancy agreement dated 30 September 2016 entered into between Jiangsu Start Dima and Fujian Start, pursuant to which Jiangsu Start Dima agreed to rent an office premise owned by Fujian Start for a term of 3 months commencing from 1 October 2016 to 31 December 2016

“%” per cent.

*For the purposes of illustration only, amounts denominated in RMB in this announcement have been translated into HK\$ at the rate of RMB1.00 = HK\$1.20. Such translation should not be constructed as a representation that the amounts in question have been, could have been or could be converted at any particular rate at all.*

# The English translation of the Chinese name(s) in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

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

Hong Kong, 30 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