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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Rentian Technology Holdings Limited** (the “Company”), you should at once hand this circular and the accompanied form of proxy to the purchaser(s) or to the transferee(s) or to the bank, stockbroker or other agent through whom the sales or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)**

- (1) RE-ELECTION OF RETIRING DIRECTORS**  
**(2) PROPOSED REFRESHMENT OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES**  
**(3) TERMINATION OF EXISTING SHARE OPTION SCHEME AND  
PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on Friday, 2 June 2017 at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong at 10:00 a.m. is set out on pages 26 to 31 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 2 June 2017 at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong or any adjournment thereof
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Rentian Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 6 August 2007
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of passing such resolution
“Latest Practicable Date”	25 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme proposed to be conditionally adopted by the Company at the AGM, a summary of its principal terms is set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution
“Scheme Mandate Limit”	the maximum number of Shares which may be issued and allotted upon the exercise of all options shares which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Existing Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed scheme mandate limit by Shareholders
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company

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## DEFINITIONS

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“Share Option(s)”	the share option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Existing Share Option Scheme or the New Share Option Scheme (as the case may be)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Registered office:*

P.O. Box 309, Uglan House  
Grand Cayman, KY-1104  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Zhang Xiaoman  
Mr. Chin Hon Siang  
Mr. Huang Xin

*Head Office and Principal place of  
business in Hong Kong:*

Suites 2001 & 2002, 20/F.,  
AIA Central  
1 Connaught Road Central  
Hong Kong

28 April 2017

*To the Shareholders*

Dear Sir or Madam,

- (1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED REFRESHMENT OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES;  
(3) TERMINATION OF EXISTING SHARE OPTION SCHEME AND  
PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding, inter alia, the resolutions to be proposed at the AGM for approving, among other matters (i) the re-election of retiring Directors; (ii) the refreshment of General Mandates; and (iii) the proposed termination of Existing Share Option Scheme and adoption of New Share Option Scheme.

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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### **2. RE-ELECTION OF RETIRING DIRECTORS**

As at Latest Practicable Date, the Board consisted of Six Directors, namely Ms. Yang Xiaoying, Mr. Tsang To and Mr. Choi Chi Fai, being the executive Directors, and Mr. Zhang Xiaoman, Mr. Chin Hon Siang and Mr. Huang Xin, being the independent non-executive Directors.

In accordance with Article 116 of the Company's Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not below, one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

Accordingly, Mr. Choi Chi Fai and Mr. Zhang Xiaoman shall retire at the AGM by rotation pursuant to Article 116 of the Articles. All the retiring Directors being eligible shall offer themselves for re-election at the AGM.

Biographical details of Mr. Choi Chi Fai and Mr. Zhang Xiaoman which are required to be disclosed pursuant to the Listing Rules are set out in Appendix I to this circular.

### **3. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES**

At the annual general meeting held on 31 May 2016, the Shareholders approved, among other things, ordinary resolutions to grant to the Directors: (i) an issue mandate pursuant to which the Directors were authorised to allot, issue and deal with up to 20% of the issued share capital of the Company as at the date of passing of that resolution; and (ii) a repurchase mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing that resolution.

As at the Latest Practicable Date, the issued share capital of the Company is 10,148,390,530 Shares. Assuming there are no further changes in the issued share capital until the date of the AGM, the Issue Mandate will allow the Directors to issue and allot up to 2,029,678,106 new Shares.

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## LETTER FROM THE BOARD

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The existing issue mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate.

At the AGM, ordinary resolutions will therefore be proposed to the Shareholders to consider and, if thought fit, approving and grant to the Directors a general and unconditional mandate to issue further Shares and to exercise the powers of the Company to repurchase Shares as follows:

- a. to allot, issue and otherwise deal with additional Shares up to 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate;
- b. to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing of the resolution approving this Repurchase Mandate; and
- c. subject to passing of (a) & (b) above, an ordinary resolution will also be proposed for the Shareholders to consider to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the addition of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted under (b) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution.

The ordinary resolution proposed to Shareholders in relation to the Issue Mandate and Repurchase Mandate at the AGM may only continue in force until: (a) the conclusion of the next annual general meeting of the Company following passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions, (b) the expiration of the period within which the next general meeting of the Company is required by the Articles or any applicable laws to be held, or (c) revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in appendix II to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.



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## LETTER FROM THE BOARD

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#### 4. TERMINATION OF EXISTING SHRE OPTION SCHEME AND PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

##### **Termination of the Existing Share Option Scheme**

The Existing Share Option Scheme was adopted on 6 August 2007 and will expire on 6 August 2017. The Company has no other subsisting share option scheme other than the Existing Share Option Scheme as at the Latest Practicable Date. As at 30 June 2016, the Company had 602,775,150 outstanding Share Options granted pursuant to the Existing Share Option Scheme. There were 645,800,000 Share Options granted and 15,000,000 Share Options lapsed under the Existing Share Option Scheme after 30 June 2016. As at the Latest Practicable Date, the Company had 1,233,575,150 Share Options granted pursuant to the Existing Share Option Scheme which remained outstanding and not exercised, out of which 232,363,900 Share Options were granted to 3 executive Directors and 1,001,211,250 Share Options were granted to 62 employees of the Group. Other than the Existing Share Option Scheme, the Company currently does not maintain any other share option scheme.

Pursuant to the terms of the Existing Share Option Scheme, the Company may, with the approval of the Shareholders in a general meeting, terminate the operation of the Existing Share Option Scheme at any time. Upon termination of the Existing Share Option Scheme, no further options shall be offered thereunder but the provisions of the Existing Share Option Scheme in all other respects shall remain in force and effect. The Share Options granted prior to and remaining outstanding at termination, if any, shall continue to be valid and exercisable in accordance with the terms of the Existing Share Option Scheme.

##### **Adoption of the New Shares Option Scheme**

##### ***General***

At the AGM, an ordinary resolution will be proposed for the Company to approve the adoption of the New Share Option Scheme as the new share option scheme of the Company.

The New Share Option Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the adoption of the New Share Option Scheme is subject to the approval by the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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The New Share Option Scheme is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM approving the adoption of the New Share Option Scheme and authorising the Board to grant Share Options to subscribe for Shares thereunder and to allot and issue Shares pursuant to the exercise of any Share Options granted under the New Share Option Scheme.

The grant of Share Options under the New Share Option Scheme is conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares which may fall to be issued upon the exercise of the subscription rights attaching to the Share Options to be granted under the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the grant of listing of and permission to deal in the Shares, representing 10% of the issued Shares as at the date of the AGM to be issued pursuant to the exercise of Share Options to be granted under the New Share Option Scheme.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular. This serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same. The full terms of the New Share Option Scheme can be inspected at the Company's registered and principal office at Suites 2001-2002, 20/F., AIA Central, 1 Connaught Road Central, Hong Kong for a period of 14 days before the date of the AGM, and at the AGM.

### ***Valuation of the Options***

The Directors consider that it is not appropriate to state the value of all the Share Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date given that the variables which are crucial for the calculation of the value of such Share Options have not been determined. Such variables include but are not limited to the subscription price, the exercise period and lock-up period (if any), and the predetermined performance target (if any). The Directors believe that any calculation of the value of the Share Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

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## LETTER FROM THE BOARD

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### *Operation of the New Share Option Scheme*

The Board will assess the eligibility of the participants based on their individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution to the profits of the Group during the financial year or in future.

The New Share Option Scheme does not specify a minimum period for which a Share Option must be held nor a performance target which must be achieved before a Share Option can be exercised. However, the Board may, at its sole discretion, determine such terms and impose such other restrictions on the grant of a Share Option. The New Share Option Scheme also sets out the basis of determining the subscription price of a Share Option. Subject to the Listing Rules, the Board has the discretion in determining the subscription price in respect of any Share Option.

The Directors, therefore, consider that the aforesaid criteria and rules will enable the Directors to properly operate and regulate the New Share Option Scheme and, thus, help serve the purpose of the New Share Option Scheme and to preserve the value of the Company.

### *Maximum number of Shares available for subscription*

Subject to the adoption of the New Share Option Scheme by the Shareholders, the total number of Shares which may be issued upon the exercise of all the Share Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the total issued Shares as at the date of adoption of the New Share Option Scheme.

Based on 10,148,390,530 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued Shares before the AGM, the maximum number of Shares to be issued upon the exercise of the Share Options that may be granted under the New Share Option Scheme is 1,014,839,053 Shares (the “**New Scheme Mandate Limit**”), representing 10% of the total issued Shares of the Company.

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## LETTER FROM THE BOARD

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The Company may seek approval of the Shareholders in general meetings to refresh the New Scheme Mandate Limit. Notwithstanding that the New Scheme Mandate Limit may be refreshed, the Board shall not grant Share Options which would result in the maximum aggregate number of Shares which may be issued upon exercise of all the outstanding Share Options granted but yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company exceeding, in aggregate, 30% of the issued Shares from time to time. As at the Latest Practicable Date, such 30% limit represented 3,044,517,159 Shares. The aggregate number of Shares to be issued upon exercise of all the outstanding Share Option under the Existing Share Option Scheme as at the Latest Practicable Date and the New Scheme Mandate Limit as mentioned above (immediately upon the adoption of the New Share Option Scheme) is 2,248,414,203 Shares, which is below the 30% limit.

### ***Compliance with the Listing Rules***

The provisions of the New Share Option Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

None of the Directors are appointed as trustees of the New Share Option Scheme or have a direct or indirect interest in the trustees of the New Share Option Scheme.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution approving termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme.

### ***Reasons for termination of the Existing Share Option Scheme adoption of the New Share Option Scheme***

The Board is of the opinion that for the sake of continuity and administrative convenience, it is more appropriate for the Company to adopt the New Share Option Scheme (which will last for 10 years) before the expiry of the Existing Share Option Scheme and terminate the Existing Share Option Scheme only 2 months earlier before its expiry at the AGM instead of obtaining Shareholders' approval for a refreshment of the Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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The Board considers that in order to enable the Group to motivate the participants of the New Share Option Scheme to utilize their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain an ongoing relationship with the participants whose contributions are or will be beneficial to the long term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the success of the business of the Group.

In view of the above, the Board considers that the adoption of the New Share Option Scheme is in the best interests of the Company and the Shareholders as a whole. The Board, therefore, proposes to recommend to the Shareholders at the AGM to approve the adoption of the New Share Option Scheme.

### 5. AGM

A notice convening the AGM is set out on pages 26 to 31 of this circular. The AGM will be held at 10:00 a.m. on Friday, 2 June 2017 at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong for the purpose of considering and, if though fit, approving the resolutions as set out therein.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is require to abstain from voting on the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### 6. RESPONSIBILITY OF THE DIRECTORS

This circular, for which Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. RECOMMENDATION

The Board considers that the proposed resolutions in relation to the re-election of retiring Directors, refreshment of the General Mandates and the adoption of New Share Option Scheme are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Rentian Technology Holdings Limited**  
**Choi Chi Fai**  
*Executive Director*

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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*The biographical details of the retiring Directors eligible for re-election at the AGM are set out as follows:*

### **EXECUTIVE DIRECTOR**

Mr. Choi Chi Fai (蔡志輝) (“Mr. Choi”), aged 39, joined the Company on 4 March 2015. He holds a Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology. Mr Choi is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He has over 10 years of experience in internal and external auditing, merger and acquisition, and direct investment. He currently is the Chief Investment Officer of Carnival Group International Holdings Limited (stock code: 996), which is listed on the Stock Exchange. He was an independent non-executive director of Energy International Investments Holdings Limited (stock code: 353) and Associate Director of CCB International Asset Management Limited (“CCBIAM”). CCBIAM is ultimately controlled by China Construction Bank Corporation (stock code: 939), which is listed on the Stock Exchange and the Shanghai Stock Exchange (stock code: CH. 601939). He also holds directorships in the major subsidiaries of the Company.

Save as disclosed above, Mr. Choi did not previously hold any directorship in other listed public companies in the last three years.

No service contract has been entered into between Mr. Choi and the Company. Mr. Choi has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. He is entitled to a monthly basic salary of HK\$166,667, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, he has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Choi has an interest in share option of the Company exercisable into 142,363,900 shares of the Company within the meaning of Part XV of the SFO.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Zhang Xiaoman (張小滿) (“Mr. Zhang”), aged 35, joined the Company on 4 March 2015. He holds a bachelor’s degree in laws from Peking University. He is a partner of a law firm and qualified lawyer in China. He is currently an independent non-executive director of Huarong Investment Stock Corporation Limited (stock code: 2277) and was an independent non-executive director of Enterprise Development Holdings Limited (stock code: 1808) until he resigned on 28 January 2015.

Save as disclosed above, Mr. Zhang did not previously hold any directorship in other listed public companies in the last three years.

No service contract has been entered into between Mr. Zhang and the Company. Mr. Zhang has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. He is entitled to a director’s fee of HK\$240,000, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

Mr. Zhang has confirmed his independence from the Company pursuant to Rule 3.13 of the Listing Rules and is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules), Mr. Zhang does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the SFO.

Save as disclosed above or as set out in the Company’s annual report 2016, the above retiring Directors confirm that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.



*This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to maximum of 10% of the issued share capital of the Company as at the date of approval for the Repurchase Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 10,148,390,530. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,014,839,053 Shares, being 10% of the entire issued share capital of the Company as at the date of passing the resolution.

**REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. As compared with the position of the Company in its financial statements for the year ended 31 December 2016 (being the most recent published audited accounts), the Directors consider that there might be an immaterial adverse impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

**FUNDING OF REPURCHASES**

Repurchases to be made pursuant to the Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

**EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercise its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interests, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. King Pak Fu, the controlling shareholder of the Company, through his wholly and beneficially owned companies, Mystery Idea Limited, Better Joint Venture Limited and Swift Fortune Investments Limited, and through his associate, Carnival Group International Holdings Limited is deemed to be interested in 5,476,443,350 Shares, representing approximately 53.96% of the Company's issued share capital. In the event that the Directors exercise in full the power to repurchase Shares under the New Repurchase Mandate, the attributable interest of Mr. King Pak Fu would be increased from 53.96% to approximately 59.96% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no intention to repurchase Shares to such extent which would result in less than 25% of the issued shares being held by the public which is the minimum public float required under the Listing Rules.

**SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in previous twelve months immediately preceding the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
March	0.600	0.510
April	0.600	0.495
May	0.580	0.510
June	0.560	0.495
July	0.540	0.455
August	0.600	0.480
September	0.600	0.540
October	0.570	0.510
November	0.540	0.465
December	0.550	0.475
<b>2017</b>		
January	0.530	0.425
February	0.450	0.400
March	0.460	0.400
April (up to the Latest Practicable Date)	0.475	0.395

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

**GENERAL**

To the best of their knowledge and having made all reasonable enquiries, neither the Directors nor any of their associates have any present intention to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected persons of the Company (as defined in the Listing Rules) notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

*This Appendix summarises the principal terms of the New Share Option Scheme.*

**1. PURPOSE OF THE NEW SHARE OPTION SCHEME**

The New Share Option Scheme enables the Company to grant options to selected persons as incentives or rewards for their contribution to any member of the Group.

**2. PARTICIPANTS**

The participants of the New Share Option Scheme are all Directors and employees of the Group and any other persons including consultant, advisor, agent, customers, suppliers, service provider, contractor, business partner or connected person of the Group or its associates who, in the sole discretion of the Board, have contributed or will contribute to the Group. The Board will assess the eligibility of the participants based on their individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, or when appropriate, contribution to the profits of the Group during the financial year or in the future.

**3. MAXIMUM NUMBER OF SHARES**

- (i) The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.
- (ii) The total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 1,014,839,053 Shares (assuming no further issue of Shares from the Latest Practicable Date), being 10% of the Shares in issue, the New Scheme Mandate Limit as at the date of the passing of the relevant ordinary resolution.
- (iii) Subject to (i) above and without prejudice to (iv) below, the Company may seek approval of the Shareholders in general meeting to refresh the New Scheme Mandate Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Company must not exceed 10% of the Shares in issue as at the date of approval of the limit and, for the purpose of calculating the limit, options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option scheme of the Company) will not be counted.

- (iv) Subject to (i) above and without prejudice to (ii) above, the Company may issue a circular to Shareholders and seek separate Shareholders' approval in general meeting to grant options beyond the New Scheme Mandate Limit or, if applicable, the limit referred to in (iii) above to participants specifically identified by the Company before such approval is sought.

#### **4. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT**

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Company (including exercised, cancelled and outstanding options) to each participant in any 12-month period shall not exceed 1% of the total number of Shares in issue (the "**Individual Limit**"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to Shareholders and Shareholders' approval in general meeting of the Company with such participant and his associates abstaining from voting.

#### **5. GRANT OF OPTIONS TO CONNECTED PERSONS**

- (i) Any grant of options under the New Share Option Scheme to a connected person (including but not limited to Director, chief executive or substantial Shareholder of the Company) or any of their respective associates must comply with the requirements of Rule 17.04 of the Listing Rules and must be approved by the independent non-executive Directors (excluding, if applicable, any independent non-executive Director who is a grantee of the options).
- (ii) Any grant of options to (if applicable) a substantial Shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (1) representing in aggregate over 0.1% of the Shares in issue; and
  - (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000,

such further grant of options must comply with the requirements of Rule 17.04 of the Listing Rules and must be approved by the Shareholders. The Company must send a circular to the Shareholders containing the information required by the Listing Rules and all connected persons of the Company must abstain from voting in favour at such general meeting. Pursuant to Rule 13.39(4) of the Listing Rules, any vote taken at the meeting to approve the grant of such options must be taken on a poll and the Company must comply with the requirements under Rules 13.39(5), 13.40, 13.41 and 13.42 of the Listing Rules (or such other requirements as applicable to such grant or voting as may for the time being supersede or replace the aforesaid rules).

#### **6. TIME OF ACCEPTANCE AND EXERCISE OF AN OPTION**

- (i) An offer of grant of an option may be accepted by a participant within 14 days from the date of such offer. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option.
- (ii) The option period (the “**Option Period**”) of a particular option is the period during which the option can be exercised, such period to be determined and notified by the Board to each grantee at the time of making an offer, and in any event such period of time shall not expire later than 10 years from the date of grant.
- (iii) An exercise of option may or may not be subject to the achievement of performance targets which may be determined by the Board at its absolute discretion on a case by case basis upon the grant of the relevant option and stated in the offer of grant of such option.

#### **7. SUBSCRIPTION PRICE FOR SHARES**

The subscription price for Shares payable on exercise of options granted under the New Share Option Scheme shall be a price determined by the Directors, but shall in any event be not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a Share. Without prejudice to the generality of the foregoing, the Directors may grant options in respect of which the subscription price is fixed at different prices for each different period during the option period provided that the subscription price for Shares for each of the different period shall not be less than the subscription price determined in the aforesaid manner.

**8. RANKING OF SHARES**

The Shares to be allotted upon the exercise of an option will be subject to all the provisions of the Articles of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the grantee is registered on the register of members of the Company, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date falling before the date when the name of the grantee is registered on the register of members of the Company.

**9. PERIOD OF THE NEW SHARE OPTION SCHEME**

The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the New Share Option Scheme becomes unconditional.

**10. LAPSE OF OPTIONS**

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of the periods referred to below:
  - (i) in the event that grantee, if an employee, ceases to be an employee of the Group for any reason other than on his/her death or the termination of his/her employment on one or more of the grounds specified in paragraph (f) below, the option shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the option shall be exercisable to the extent and within such period as the Board may determine;
  - (ii) in the event that the grantee dies before exercising the option in full and, if the grantee is an employee, none of the events which would be a ground for termination of his/her employment under paragraph (f) below then exists, the personal representative(s) for the grantee shall be entitled within a period of 12 months from the date of death to exercise the option up to the entitlement of such grantee as at the date of death;



- (iii) in the event that if a general offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph (c) below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant option, the Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise the option either to its full extent or to the extent notified by the Company at any time within such period as shall be notified by the Company;
- (iv) in the event of a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the period notified to the grantee by the Board;
- (v) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph (c) below, between the Company and its members or creditors is proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the period notified to the grantee by the Board in a notice to be given to all members or creditors to consider such compromise or arrangement;
- (c) the expiry of the period for exercising the option notified to the grantee by the Board when a general offer for Shares by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings and has become effective;
- (d) the date of commencement of the winding-up of the Company;
- (e) the date on which the grantee commits a breach of paragraph 15 below;
- (f) the date on which the grantee, if an employee, ceases to be an employee of the Group by reason of the termination of his/her employment on the grounds that he/she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his/her debts or has become bankrupt or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty or on any other ground on which an employer would be entitled to terminate his/her employment summarily; and

- (g) subject to paragraph (b)(i) above the date the grantee ceases to be a participant by any other reason.

#### **11. ADJUSTMENTS TO THE SUBSCRIPTION PRICE OR NUMBER OF SECURITIES**

In the event of any capitalisation of profits or reserves, rights issue, consolidation, subdivision, or reduction of the share capital of the Company whilst any option remains exercisable, such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of Shares subject to the option so far as unexercised; and/or
- (ii) the subscription price,

or any combination thereof, as the auditors or the Company's independent financial adviser shall, at the request of the Company, certify in writing, either generally or as regards any particular grantee, to be in their opinion fair and reasonable, provided that any such adjustments give a grantee the same proportion of the equity capital of the Company as to which that grantee was previously entitled, but so that no such adjustments be made to the extent that a Share would be issued at less than its nominal value. The capacity of the auditors or the Company's independent financial adviser is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the grantees. The costs of the auditors or the Company's independent financial adviser shall be borne by the Company.

#### **12. CANCELLATION OF OPTIONS**

Any options granted but not exercised may be cancelled if the grantee so agrees and new options may be granted to the grantee under the New Share Option Scheme or other share option scheme of the Company provided that there are available un-issued options (excluding the cancelled options) within the limits prescribed by above paragraph 4 and otherwise comply with the terms of the New Share Option Scheme.

#### **13. STATUS**

The Shares issued on exercise of the options will on issued be identical to the then existing issued Shares of the Company.

**14. TERMINATION OF THE NEW SHARE OPTION SCHEME**

The Company by ordinary resolution in general meeting or by resolution of the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Options complying with the provisions of Chapter 17 of Listing Rules which are granted during the life of the New Share Option Scheme and remain unexpired immediately prior to the termination of the operation of the New Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the termination of the New Share Option Scheme.

**15. TRANSFERABILITY OF OPTIONS**

An option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any option. Any breach of the foregoing shall entitle the Company to cancel any outstanding option or part thereof granted to such grantee without incurring any liability on the part of the Company.

**16. ADMINISTRATION OF THE NEW SHARE OPTION SCHEME**

The New Option Scheme shall be subject to the administration by the Board and the decision of the Board shall be final and binding on all parties. The Board shall, subject to the rules of the New Share Option Scheme and the Listing Rules, have the right (i) to interpret and construe the provisions of the New Share Option Scheme, (ii) to determine the eligibility of the persons who will be granted options under the New Share Option Scheme, and the number and exercise price of options, granted thereto, (iii) to make such appropriate and equitable adjustments to the terms of the options granted under the New Share Option Scheme as it deems necessary, and (iv) to make such other decision or determination as it shall deem appropriate in the administration of the New Share Option Scheme. Save as abovementioned, there is no special term of the New Share Option Scheme that can be altered by the Directors or the administrator of the New Share Option Scheme without the approval of the Shareholders in general meeting.

Those specific provisions of the New Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of participants, and no changes to the authority of the Directors or the administrator of the New Share Option Scheme in relation to any alteration of the terms of the New Share Option Scheme shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature, or any change to the terms of options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. Any such alterations to the terms of the New Share Option Scheme and the options will have to comply with the Listing Rules then applicable.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Rentian Technology Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 2 June 2017 at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2016 and the reports of the directors and auditors of the Company for the year ended 31 December 2016.
2. To re-elect Mr. Choi Chi Fai as an executive Director of the Company.
3. To re-elect Mr. Zhang Xiaoman as an independent non-executive Director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the Directors.
5. To re-appoint Messrs. Mazars CPA Limited as auditor of the Company and its subsidiaries and authorize the board of directors of the Company to fix their remuneration.

To consider as special business and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

6. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the Capital of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
- i. a Rights Issue (as hereinafter defined); or
  - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; or
  - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
  - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time,
- shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:
- i. the conclusion of the next annual general meeting of the Company;
  - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying of the authority set out in this resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. “**THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
  - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
  - (c) the aggregate nominal amount of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earlier of:
    - i. the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking and varying the authority set out in this resolution.”
8. “**THAT** conditional upon the passing of Resolutions numbered 6 and 7 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 6 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate nominal amount of the Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 7 above, provided that such amount of Shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”
9. “**THAT:**
- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Share Option Scheme”, a copy of which marked “A” is produced to the meeting and for the purposes of identification signed by the Chairman thereof), the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:
    - i. to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares of the Company;
    - ii. to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;

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## NOTICE OF ANNUAL GENERAL MEETING

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- iii. to issue and allot from time to time such number of shares in the capital of the Company which may fall to be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme, provided always that the total number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the relevant class of shares of the Company as at the date of passing of this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme, and provided also that the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the relevant class of shares of the Company from time to time;
  - iv. to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
  - v. to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and
- (b) the Existing Share Option Scheme adopted by the Company on 6 August 2007 be terminated on the New Share Option Scheme coming into effect upon the fulfillment of the conditions set out in paragraph (i) above.”

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

Hong Kong, 28 April 2017



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the annual general meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to exclusion of the votes of the other joint holders.
- (6) The register of members of the Company will not be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the forthcoming AGM to be held on Friday, 2 June 2017 at 10:00 a.m. However, in order to qualify for attending and voting at the forthcoming AGM, all transfers documents accompanied by the relevant share certificates must be Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 26 May 2017.

As at the date of this notice, 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. Zhang Xiaoman  
Mr. Chin Hon Siang  
Mr. Huang Xin