



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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 2 JUNE 2017 (OR AT ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.001 each in the capital of Rentian Technology Holdings Limited (the "Company"), **HEREBY APPOINT³** the chairman of the annual general meeting of the Company, or _____
of _____
as my/our proxy to attend for me/us at the annual general meeting of the Company (and at any adjournment thereof) to be held at 10:00 a.m. at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 2 June 2017 for the purpose of considering and, if thought fit, passing with or without modification the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
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 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.		
3.	To re-elect Mr. Zhang Xiaoman as an independent non-executive Director.		
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 to authorise the board of directors of the Company to fix their remuneration.		
6.	To approve and grant the general mandate to issue additional shares of the Company to the directors of the Company as an ordinary resolution numbered 6.		
7.	To approve and grant the general mandate to repurchase shares of the Company to the directors of the Company as an ordinary resolution numbered 7.		
8.	To approve and grant the extension of the general mandate granted in ordinary resolution numbered 6 and to such repurchase shares granted under ordinary resolution numbered 7 to the directors of the Company as a separate ordinary resolution numbered 8.		
9.	To approve the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme as an ordinary resolution numbered 9		

Signature(s)⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the Chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- The instrument appointing proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporate, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than proxy to attend on the same occasion.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited 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 meeting or at any adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of any instrument of appointing a proxy shall not preclude a member from attending and voting in person at the meeting or at any adjourned meeting or poll concerned and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
- 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 was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

* For identification purpose only