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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 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) PROPOSED REFRESHMENT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

Nuada Limited

Corporate Finance Advisory

A letter from the Board is set out from pages 5 to 12 of this circular. A letter from the Independent Board Committee to the Independent Shareholders is set out on page 13 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out from pages 14 to 24 of this circular.

A notice convening the EGM of the Company to be held at Room 4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Friday, 21 August 2015 is set out from pages 28 to 32 of this circular. Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 of the EGM or any adjournment thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

6 August 2015

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, capitalised terms used shall have the following meanings:

“AGM”	the annual general meeting of the Company held on 29 June 2015 for the Shareholders to approve, inter alia, the Existing Issue Mandate, the Existing Repurchase Mandate and the refreshment of the Scheme Mandate Limit
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the issue of the Bonus Shares on the basis of nine (9) Bonus Shares for every one (1) existing Share held on the Record Date
“Bonus Issue Circular”	the circular of the Company dated 12 June 2015 in relation to the Bonus Issue
“Bonus Share(s)”	the bonus Share(s) issued under the Bonus Issue
“Company”	Rentian Technology Holdings Limited (formerly known as Forefront Group Limited), a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the Shareholders to consider and, if thought fit, approve the Refreshment of General Mandates and the Refreshment of Scheme Mandate Limit
“Existing General Mandates”	the Existing Issue Mandate and the Existing Repurchase Mandate
“Existing Issue Mandate”	the mandate duly approved and granted by the Shareholders at the AGM to the Directors to allot, issue and deal with a maximum of 144,727,810 new Shares
“Existing Repurchase Mandate”	the mandate duly approved and granted by the Shareholders at the AGM to Directors to repurchase up to 72,363,905 Shares

DEFINITIONS

“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 PRC
“Independent Board Committee”	comprises all the three independent non-executive Directors, namely Mr. Chung Yuk Lun, Mr. Pak William Eui Won and Mr. Zhang Xiaoman to advise the Independent Shareholders in respect of the New Issue Mandate and any extension thereof
“Independent Financial Adviser” or “Nuada”	Nuada Limited, a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO, and being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the New Issue Mandate and any extension thereof
“Independent Shareholders”	any Shareholders other than the controlling Shareholders and their associates or, if there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates if they are Shareholders
“Latest Practicable Date”	3 August 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New General Mandates”	the New Issue Mandate and the New Repurchase Mandate
“New Issue Mandate”	the new mandate proposed to be sought at the EGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of the EGM
“New Repurchase Mandate”	the new mandate proposed to be sought at the EGM to authorise the Directors to repurchase Shares of up to 10% of the number of issued Shares as at the date of the EGM

DEFINITIONS

“Non-Qualifying Shareholders”	Overseas Shareholders whom the Directors, after making enquiries, consider it is necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them as defined in Bonus Issue Circular
“Overseas Shareholders”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is(are) outside Hong Kong as defined in Bonus Issue Circular
“PRC”	The People’s Republic of China
“Qualifying Shareholders”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholder(s)) as defined in Bonus Issue Circular
“Record Date”	Tuesday, 14 July 2015, being the date by reference to which entitlements to the Bonus Issue are determined
“Refreshed Mandate Limit”	the maximum number of Shares which may be issued pursuant to the exercise of share option granted under the Share Option Scheme which must not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of the EGM
“Refreshment of General Mandates”	the proposed refreshment of the Existing General Mandates by way of granting the New General Mandates
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Share Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the EGM

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Share Options that may be granted by the Company pursuant to the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshment of Scheme Mandate Limit by the Shareholders
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option(s)”	the share option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme and any other share option scheme of the Company
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 6 August 2007
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“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.

LETTER FROM THE BOARD



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

Ms. Ng Si Wai

Mr. Choi Chi Fai

Registered office:

P.O. Box 309, Uglan House

South Church Street, George Town

Grand Cayman, Cayman Islands

British West Indies

Independent Non-executive Directors:

Mr. Chung Yuk Lun

Mr. Pak William Eui Won

Mr. Zhang Xiaoman

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

Suites 2001 & 2002, 20/F.,

AIA Central

1 Connaught Road Central

Hong Kong

6 August 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED REFRESHMENT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed Refreshment of General Mandates; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders on the New Issue Mandate and any extension thereof; (iii) a letter of advice from the Independent Financial Adviser setting out its recommendation to the Independent Board Committee and the Independent Shareholders on the New Issue Mandate and any extension thereof; (iv) the proposed Refreshment of the Scheme Mandate Limit under the Share Option Scheme; and (v) the notice of EGM to be held for the purpose of considering and, if thought fit, approving the Refreshment of General Mandates and the Refreshment of the Scheme Mandate Limit.

* For identification purpose only

LETTER FROM THE BOARD

REFRESHMENT OF EXISTING GENERAL MANDATES

Background

At the AGM, the Shareholders approved, among other things, ordinary resolutions to grant to the Directors: (i) the Existing Issue Mandate pursuant to which the Directors were authorised to allot, issue and deal with up to 144,727,810 new Shares, representing 20% of the then issued share capital of the Company (i.e. 723,639,053 Shares) as at the date of the AGM and the extension of the Existing Issue Mandate to include any Shares repurchased by the Company under the Existing Repurchase Mandate; and (ii) the Existing Repurchase Mandate to repurchase Shares up to 72,363,905 Shares, representing 10% of the then issued share capital of the Company as at the date of the AGM.

As disclosed by the Company on 20 July 2015, the Group entered into an investment agreement and profit guarantee agreement at an aggregate consideration of RMB69.2 million (equivalent to approximately HK\$86.5 million), pursuant to which and upon completion the Group will be interested in 51% equity interest of 廣州大庫工業設備有限公司 (Guangzhou Wealth-Depot Logistics Technology Co., Ltd.*) (“**Guangzhou Wealth-Depot**”). Subject to completion of the transaction, the Company shall allot and issue 65,079,365 new Shares in the principal amount up to RMB32.8 million (equivalent to approximately HK\$41 million) to the shareholders of the Guangzhou Wealth-Depot at the issue price of HK\$0.63 per consideration share as part of the consideration, which will utilize approximately 44.97% of the Existing Issue Mandate. The remaining Existing Issue Mandate is available for further issue and allotment of 79,648,445 new Shares as at the Latest Practicable Date.

Reasons for the Refreshment of General Mandates

As set out in details in the Bonus Issue Circular, the Company proposed a bonus issue to the Qualifying Shareholders on the basis of nine (9) Bonus Shares for every one (1) existing Share held on the Record Date by the Qualifying Shareholders. After completion of the Bonus Issue on 23 July 2015 and as at the Latest Practicable Date, the Company has issued 6,512,751,477 Bonus Shares and the number of issued Shares increased to 7,236,390,530 Shares accordingly.

The Board considers that upon completion of the Bonus Issue, there is a substantial increase in the issued share capital of the Company. The Board believes that the Refreshment of the General Mandates on or before the date of next annual general meeting (which will only be held within around June 2016) is in the best interests of the Company and the Shareholders as a whole by maintaining the flexibility for any possible future allotment and issue of Shares by the Board in a timely manner to support the Group’s future development at any time once favorable terms offered by potential investors available.

LETTER FROM THE BOARD

At the EGM, ordinary resolutions will be proposed to the Independent Shareholders (in the case of the New Issue Mandate and any extension thereof) and the Shareholders (in the case of the New Repurchase Mandate) that:

- (i) the Directors be granted the New Issue Mandate to allot and issue Shares up to an aggregate number of Shares not exceeding 20% of the Shares in issue as at the date of passing the relevant resolution;
- (ii) the Directors be granted the New Repurchase Mandate to enable them to repurchase Shares up to an aggregate number of Shares not exceeding 10% of the Shares in issue as at the date of passing of the relevant resolution; and
- (iii) the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares up to an aggregate number equal to the Shares which may be repurchased by the Company under the New Repurchase Mandate.

The New Issue Mandate and the New Repurchase Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement to provide relevant information in respect of the New Repurchase Mandate is set out in the Appendix to this circular.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activity in the 12 months immediately preceding the Latest Practicable Date.

The Company announced on 7 May 2015 that the Group entered into an investment agreement and a note issue agreement. Pursuant to the investment agreement and upon completion thereof, the Group will be interested in 51% equity interest of 深圳市中光遠科技有限公司 (Shenzhen Cneop Technology Co., Ltd*) for an aggregate consideration of RMB60.75 million (equivalent to approximately HK\$75.94 million). Pursuant to the note issue agreement (“**Note Issue Agreement**”) and subject to the satisfaction of the profit indicators thereof, the Company will issue and allot convertible notes in the principal amount up to HK\$29.06 million to the vendor, which may be convertible into maximum of 69,190,470 Shares (“**Conversion Shares**”) with the conversion price of HK\$0.42 per Share, taking into account the effect of the Bonus Issue. The completion of the investment agreement has been taken place on 3 August 2015, details of which is set out in the Company’s announcement dated 3 August 2015. The Company will make further announcement(s) as and when appropriate once the terms of the convertible notes are materialized. The Company will comply with all applicable requirements under the Listing Rules in this regard.

LETTER FROM THE BOARD

The Company also announced on 16 June 2015 that the Group entered into a memorandum of understanding in relation to a possible acquisition by the Group of 70% of 深圳市海億康科技有限公司 (Shenzhen Hexicom Technologies Company Limited*) (“**Possible Acquisition**”) at an aggregate consideration of RMB115 million (equivalent to approximately HK\$143.75 million) of which RMB40 million (equivalent to approximately HK\$50 million) will be settled by the issue of the Company’s shares (“**Consideration Shares**”). The Possible Acquisition, subject to entering into formal agreement(s), may constitute a notifiable transaction of the Company under the Listing Rules. The Company will make further announcement(s) as and when appropriate and comply with all applicable requirements under the Listing Rules in this regard.

As at the Latest Practicable Date, save for the possible issue of the Conversion Shares under the Note Issue Agreement and the possible issue of the Consideration Shares under the Possible Acquisition, there is no other business arrangements, transactions, agreements and understandings that may involve possible equity fund raising activities utilizing the New Issue Mandate.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) for illustrative purpose, immediately after full utilization of the New Issue Mandate assuming no other new Shares will be issued and no Shares will be repurchased by the Company from the Latest Practicable Date up to the date of full utilization of the New Issue Mandate.

Shareholders	As at the Latest Practicable Date		Immediately after full utilization of the New Issue Mandate	
	No. of Shares	%	No. of Shares	%
Mystery Idea Limited (Note 1)	5,116,673,350	70.71	5,116,673,350	58.92
Ms. Yang Xiaoying (Note 2)	210,000,000	2.90	210,000,000	2.42
Other public Shareholders	1,909,717,180	26.39	1,909,717,180	21.99
New Shares issued under the New Issue Mandate	—	—	1,447,278,106	16.67
Total	7,236,390,530	100.00	8,683,668,636	100.00

Notes:

- The ultimate beneficial shareholder and sole director of Mystery Idea Limited is Mr. King Pak Fu.
- Toplap International Limited, the beneficial owner of the shares, is 90% owned by Ms. Yang Xiaoying.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme

The Share Option Scheme was adopted by the Company on 6 August 2007. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Under the current limit of the Share Option Scheme, the Directors were authorized to grant options to subscribe for up to 72,363,905 Shares, representing 10% of the issued share capital of the Company as at the date of AGM. As at the Latest Practicable Date, as a result of the Bonus Issue, the exercise price of the outstanding Share Options of the Company was adjusted from HK\$2.47 per Share to HK\$0.247 per Share and the number of the outstanding Share Options of the Company was adjusted from 72,363,905 to 723,639,050.

The Refreshed Scheme Mandate Limit

As at the Latest Practicable Date, the Company is allowed to grant options entitling holders to subscribe for up to 72,363,905 Shares according to the Scheme Mandate Limit being refreshed at the AGM. As the issued share capital of the Company has been enlarged substantially since the date of the AGM from 723,639,053 Shares to 7,236,390,530 Shares as at the Latest Practicable Date as a result of the Bonus Issue, the Board would like to seek approval of the Shareholders at the EGM for the refreshment of Scheme Mandate Limit.

On the basis of 7,236,390,530 Shares being in issue as at the Latest Practicable Date and no further Shares are issued or repurchased by the Company prior to the EGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the Refreshed Mandate Limit is 723,639,053 Shares, representing 10% of such issued share capital. Such limit together with 723,639,050 outstanding Share Options previously granted represented approximately 20% of the issued share capital of the Company which does not exceed the 30% limit.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the Refreshed Scheme Mandate Limit so as to provide the Company with greater flexibility in granting the Share Options to eligible participants under the Share Option Scheme as incentive for their contribution to the Group. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme.

LETTER FROM THE BOARD

The refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of an ordinary resolution by the Shareholders at the EGM to approve the refreshment of the Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of any share options that may be granted under the Share Option Scheme which number shall not exceed the Refreshed Mandate Limit.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme subject to the Refreshed Mandate Limit.

LISTING RULES IMPLICATION

Pursuant to Rule 13.36(4)(a) of the Listing Rules, any controlling Shareholders and their associates, or where there is no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution regarding the New Issue Mandate and any extension thereof to be proposed at the EGM. Accordingly, Mr. King Pak Fu (being the controlling shareholder of the Company) and its associates, currently holding 5,116,673,350 Shares (representing approximately 70.71% of the issued share capital of the Company), are required to abstain from voting in favour of the relevant resolution in relation to the New Issue Mandate and any extension thereof at the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder have material interest in the proposed refreshment of the New Repurchase Mandate and the proposed Refreshment of Scheme Mandate Limit. Accordingly, no Shareholder is required to abstain from voting at the EGM to approve the proposed refreshment of the New Repurchase Mandate and the proposed Refreshment of Scheme Mandate Limit.

The Independent Board Committee comprising Mr. Chung Yuk Lun, Mr. Pak William Eui Won and Mr. Zhang Xiaoman, all of them being the independent non-executive Directors, has been formed to advise the Independent Shareholders on the proposed refreshment of the New Issue Mandate and any extension thereof.

LETTER FROM THE BOARD

Nuada has been appointed by the Company as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the New Issue Mandate and any extension thereof.

EGM

The notice of the EGM is set out from pages 28 to 32 of this circular. Resolutions in respect of the Refreshment of the General Mandates and the Refreshment of the Scheme Mandate Limit will be proposed at the EGM.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the EGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the 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.

RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee set out on page 13 of this circular which contains its recommendation to the Independent Shareholders in relation to the New Issue Mandate and any extension thereof. Your attention is also drawn to the letter from Nuada set out on pages 14 to 24 of this circular, which contains its advice to the Independent Board Committee and the Independent Shareholders as regards to the New Issue Mandate and any extension thereof and the principal factors and reasons it has taken into account in arriving at its recommendation.

LETTER FROM THE BOARD

Your attention is also drawn to the additional information set out in the Appendix (Explanatory Statement to the New Repurchase Mandate) to this circular.

Having considered the reasons set out herein, the Board is of the view that the Refreshment of General Mandates and the Refreshment of the Scheme Mandate Limit is fair and reasonable, and is in the interests of the Company and the Shareholders as a whole. The Board hereby recommends all Shareholders to vote in favour of all relevant resolutions to be proposed at the EGM.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

6 August 2015

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF THE EXISTING ISSUE MANDATE

We refer to the circular of the Company dated 6 August 2015 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed to advise the Independent Shareholders in connection with the refreshment of the Existing Issue Mandate by way of granting of the New Issue Mandate. Nuada has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard. Details of their advice, together with the principal factors and reasons they have taken into consideration in giving such advice, are set out on pages 14 to 24 of the Circular. Your attention is also drawn to the “Letter from the Board” in the Circular and the additional information set out in the appendix thereto.

Having taken into account the advice of Nuada, in particular the principal factors, reasons and recommendation as set out in their letter, we consider that the New Issue Mandate and any extension thereof is fair and reasonable so far as the Company and the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to approve the New Issue Mandate and any extension thereof at the EGM.

Yours faithfully,

Independent Board Committee

Chung Yuk Lun

Pak William Eui Won

Zhang Xiaoman

Independent Non-Executive Directors

* *For identification purpose only*

LETTER FROM NUADA

Set out below is the text of a letter received from Nuada Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the refreshment of the Existing Issue Mandate for the purpose of inclusion in this circular.

Nuada Limited
Corporate Finance Advisory

Unit 1805-08, 18/F
OfficePlus @Sheung Wan
93-103 Wing Lok Street
Sheung Wan, Hong Kong
香港上環永樂街93-103號
協成行上環中心18樓1805-08室

6 August 2015

*To: The independent board committee and the independent shareholders
of Rentian Technology Holdings Limited*

Dear Sirs,

PROPOSED REFRESHMENT OF THE EXISTING ISSUE MANDATE TO ALLOT AND ISSUE SHARES

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Existing Issue Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 6 August 2015 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

At the AGM held on 29 June 2015, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Existing Issue Mandate to allot and issue not more than 144,727,810 new Shares, being 20% of the entire issued share capital of the Company of 723,639,053 Shares as at the date of AGM. As at the Latest Practicable Date, the total number of Shares in issue has been increased from 723,639,053 Shares to 7,236,390,530 Shares after the issue and allotment of the 6,512,751,477 new Shares pursuant to the bonus issue (the “**Bonus Issue**”), details of which are set out in the Company’s announcements dated 26 May 2015, 6 July 2015 and 23 July 2015 respectively, and the Company’s circular dated 12 June 2015. The Company intends to issue 65,079,365 new Shares under the Existing Issue Mandate as part of the consideration for the acquisition of 51% of the equity interest of 廣州大庫工業設備有限公司 (Guangzhou Wealth-Depot Logistics Technology Co., Ltd*) (“**Guangzhou Wealth-Depot**”), details of which are set out in the Company’s announcements dated 4 June 2015 and 20 July 2015 respectively (the “**First Acquisition**”). After the completion of the First Acquisition, the maximum number of new Shares that can be allotted and issued under the Existing Issue Mandate will be 79,648,445 Shares, only

LETTER FROM NUADA

represent approximately 1.1% of the issued shares of the Company as at the Latest Practicable Date. The Company has entered into investment agreement and note issue agreement to acquire 51% equity interest of another target company, 深圳市中光遠科技有限公司 (Shenzhen Cneop Technology Co., Ltd*) (“**Shenzhen Cneop**”) pursuant to which the Company shall issue and allot the convertible notes, details of which are set out in the Company’s announcements dated 7 May 2015 and 3 August 2015. The Company also entered into memorandum of understanding to acquire 70% equity interest of another target company, 深圳市海億康科技有限公司 (Shenzhen Hexicom Technologies Company Limited*) (“**Shenzhen Hexicom**”) (the “**Possible Acquisition**”), details of which are set out in the Company’s announcement dated 16 June 2015 (the “**Announcement**”). According to the Announcement and the management of the Company, among the aggregate consideration of RMB115 million (equivalent to approximately HK\$143.75 million) for the Possible Acquisition, out of which RMB40 million (equivalent to approximately HK\$50 million) will be settled by the issue of the new Shares. According to the management of the Company, the Company is conducting due diligence works regarding the information of Shenzhen Hexicom currently. Other than entering into the memorandum of understanding as stated in the Announcement and the conducting of the due diligence works as stated above, there is no other update in relation to the Possible Acquisition and the Company will make further announcement(s) as and when appropriate and would comply with all applicable requirements under the Listing Rules. In addition, according to the management of the Company, apart from the acquisition of Shenzhen Cneop and Possible Acquisition as stated above, there is no other business arrangements/ transactions/agreements/understanding that may involve possible equity fund raising activities utilising the New Issue Mandate as at the Latest Practicable Date.

The Board proposed to seek approval of the Independent Shareholders for the refreshment of the Existing Issue Mandate such that the Directors will be granted the authority to allot, issue and deal with Shares not exceeding 20% of the total issued share capital of the Company as at the date of passing the relevant resolution at the EGM. Pursuant to Rule 13.36(4)(a) of the Listing Rules, the refreshment of the Existing Issue Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the resolution proposed for the approval of such grant, and under Rule 13.39 of the Listing Rules, any vote of the Shareholders at the general meeting must be taken by way of poll. According to the management of the Company, as at the Latest Practicable Date, Mr. King Pak Fu, through Mystery Idea Limited, the substantial Shareholder, is interested in 5,116,673,350 Shares, representing 70.71% of the total issued share capital of the Company. Accordingly, Mr. King Pak Fu and his associates shall abstain from voting in favour of the resolution approving the refreshment of the Existing Issue Mandate.

LETTER FROM NUADA

The Independent Board Committee comprising Mr. Chung Yuk Lun, Mr. Pak William Eui Won and Mr. Zhang Xiaoman (all being independent non-executive Directors) has been established to advise the Independent Shareholders on the grant of the New Issue Mandate. We, Nuada Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

During the past two years, we acted as the independent financial adviser of the Company in respect of one transaction providing our independent view to the Company's independent board committee and the Independent Shareholders but the relevant appointment had been terminated before any documents had been submitted to the Stock Exchange. Apart from normal professional fees for our services to the Company in connection with the engagements described above, no other arrangement exists whereby we will receive any fees and/or benefits from the Group. As at the Latest Practicable Date, we are not aware of any relationships or interests between us and the Company or its substantial Shareholders, Directors or chief executive, or any of their respective associates. We are independent under Rule 13.84 of the Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of Existing Issue Mandate.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, that having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the 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 in the Circular or the Circular misleading.

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We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, its subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the refreshment of the Existing Issue Mandate. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date.

Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of the Existing Issue Mandate, we have taken into consideration the following principal factors and reasons:

(i) Background information of the refreshment of the Existing Issue Mandate

The Company is an investment holding company, and through its subsidiaries and associated company, is principally engaged in (i) provision of total internet-of-things and industry 4.0 solutions; (ii) securities investment; and (iii) money lending business.

The Directors were authorised to allot and issue up to 144,727,810 new Shares under the Existing Issue Mandate which was granted to the Directors at the AGM held on 29 June 2015.

Reference is made to the announcements of the Company dated 26 May 2015, 6 July 2015 and 23 July 2015 respectively, and the circular of the Company dated 12 June 2015 in relation, among others, the Bonus Issue.

After the issue and allotment of 6,512,751,477 new Shares pursuant to the Bonus Issue, the total number of Shares in issue has been increased from 723,639,053 Shares to 7,236,390,530 Shares.

The Company intends to issue 65,079,365 new Shares under the Existing Issue Mandate as part of the consideration for the First Acquisition, details of which are set out in the Company's announcements dated 4 June 2015 and 20 July 2015 respectively. After the

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allotment and issue of the aforesaid 65,079,365 new Shares, the maximum number of the new Share that can be allotted and issued under the Existing Issue Mandate only represents approximately 1.1 % of the issued shares of the Company as at Latest Practicable Date.

The Board proposes to seek approval of the Independent Shareholders for the proposed refreshment of the Existing Issue Mandate such that the Directors will be granted the authority to allot, issue and deal with new Shares not exceeding 20% of the total issued share capital of the Company as at the date of passing the relevant resolution at the EGM.

As at the Latest Practicable Date, the Company had 7,236,390,530 Shares in issue. On the basis that no Share would be issued be/or repurchased by the Company, no share option of the Company would be exercised from the Latest Practicable Date up to the date of the EGM, the refreshment of the Existing Issue Mandate would allow the Directors to allot, issue and deal with up to 1,447,278,106 new Shares, representing 20% of the total issued share capital of the Company as at the date of the EGM.

(ii) Reasons for the proposed refreshment of the Existing Issue Mandate

With reference to the Board Letter and according to the management of the Company, the Company would like to provide flexibility for the Company to raise funds for its future business development and/or opportunities to be identified by the Company through equity financing, such as the Possible Acquisition. Given that equity financing (i) does not incur any interest expenses on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising and/or prospective investment opportunity as and when it arises, the Board proposes to refresh the Existing Issue Mandate for the Directors to allot, issue and deal with new Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the EGM.

As confirmed by the management of the Company, the Group's core business is (i) total internet-of-things and industry 4.0 solutions; (ii) securities investment; and (iii) money lending business. According to the Company's annual report for the year ended 31 December 2014, the Group recorded a turnover of approximately HK\$525.52 million (year ended 31 December 2013 of approximately HK\$13.23 million). For the year ended 31 December 2014, of which turnover from (i) net realized gain on disposal of financial assets at fair value through profit or loss amounted to approximately HK\$264.34 million (year ended 31 December 2013 of approximately HK\$6.30 million); (ii) sales of terminal, printers and point-of-sale electronic products amounted to approximately HK\$198.45 million (year ended 31 December 2013: nil); (iii) provision of printing and other services amounted to approximately HK\$30.07 million (year ended 31 December 2013: nil); (iv) dividend

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income from listed securities amounted to approximately HK\$24.08 million (year ended 31 December 2013 of approximately HK\$1.17 million); and (v) interest income from loan receivables amounted to approximately HK\$8.58 million (year ended 31 December 2013 of approximately HK\$5.77 million). Accordingly, the increase in turnover for the year ended 31 December 2014 as compared to the previous corresponding period was mainly due to (i) the increase in net realized gain on disposal of financial assets at fair value through profit or loss and (ii) the turnover from the sales of terminal, printers and point-of-sale electronic products. For the year ended 31 December 2014, the Group recorded a net profit of approximately HK\$884.80 million (year ended 31 December 2013: net loss of HK\$107.99 million).

For the Possible Acquisition, as disclosed in the Company's announcement 16 June 2015, the Company has entered into the memorandum of understanding to acquire 70% equity interest in the Shenzhen Hexicom at aggregate consideration of RMB115 million (equivalent to approximately HK\$143.75 million). Shenzhen Hexicom is principally engaged in research and development, manufacturing and sales of internet-of-things and Industrial 4.0 network solutions in PRC as well as the provision of network equipment and software products related to broadband network, optical network and mobile network, etc. According to the Announcement, and the management of the Company, the Company intends to issue Shares to settle part of the aforesaid consideration (i.e. approximately HK\$50 million). Moreover, according to the management of the Company and the date of the AGM, we noted that the forthcoming annual general meeting of the Company is expected to be held in or around June 2016 which is approximately 10 months from the date of the Latest Practicable Date and the New Issue Mandate will allow the Company to have sufficient flexibility to grasp appropriate fund raising opportunities from the date of the grant of New Issue Mandate to the date of the Company's next annual general meeting. As such, the Directors consider that the proposed grant of New Issue Mandate is justifiable. Based on the above, there is no immediately dilution impact on the Shareholders.

According to the management of the Company and the Company's annual report for the year ended 31 December 2014, the Group has implemented a diversification strategy aimed at identifying suitable investment opportunities as the Company has been actively looking at potential investments in different information communication technology business. According to the "China Broadband Strategy and Implementation Plan" ("寬帶中國戰略及實施方案") (the "**Plan**") published by Ministry of Industry and Information Technology of PRC (中國工業及信息化部) in November 2014, the PRC government set the target that the coverage of fixed internet broadband service would increase from approximately 40% of families in 2013 to approximately 70.0% of families in 2020 in PRC and the number of users of fixed internet broadband would increase from approximately 210 million families in 2013 to approximately 400 million families in 2020. The PRC government also insisted that broadband service would be continuously developed not only in well-developed cities, but also remote village area in PRC. Based on the aforesaid

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intention of the PRC government to develop broadband internet service in the PRC in the coming future, we are of the view and concur with the view of the management of the Company that the outlook of broadband internet communication technology business in the PRC is positive.

As stated in the paragraph headed “(i) Background information of the refreshment of the Existing Issue Mandate” above, the number of new Shares that is available to be allotted or issued under the Existing Issue Mandate is 79,648,445 Shares (after the issue of Shares pursuant to the First Acquisition), which represents approximately 1.1% of the issued Shares of the Company as at the Latest Practicable Date. The Board believes that the refreshment of the Existing Issue Mandate is in the best interests of the Company by maintaining the financial flexibility. The date of the next annual general meeting of the Company will probably be held in June 2016, after discussion with the management of the Company and according to the date of the Company’s last annual general meeting, which is approximately 10 months from the date of the Latest Practicable Date, to approve the refreshment of the Existing Issue Mandate. In addition, the refreshment of the Existing Issue Mandate will provide the Company an additional option, but not obligation, means to raise fund (Please refer to the section headed “(iv) Flexibility in financing” below for detailed information).

Given the foregoing, we are of the opinion that the refreshment of the Existing Issue Mandate would provide the Company with flexibility to fulfil any possible funding needs for business operation and/or investment decisions such as the Possible Acquisition as stated above. Accordingly, we are of the view that the refreshment of the Existing Issue Mandate is in the interests of the Company and the Shareholders as a whole.

(iii) Fund raising activities in the past twelve months

Please refer to the section headed “Fund raising activities in the past 12 months” in the Board Letter for the details information of the equity fund raising activities of the Company in the past twelve months immediately preceding the Latest Practicable Date. As stated in the Board Letter, the Company has not conducted any equity fund raising activity in the 12 months immediately preceding the Latest Practicable Date.

According to the management of the Company, the Company announced to conduct a fund raising activities – placing of 6% senior bonds due 2017 on 27 March 2015 and was completed on 21 April 2015 (please refer to the Company’s announcements dated 27 March 2015, 10 April 2015 and 21 April 2015 respectively for the detailed information of the aforesaid fund raising exercise). According to the management of the Company, the proceeds of HK\$200 million from the aforesaid placing of 6% senior bonds due 2017 in which approximately HK\$83 million for the payment of the consideration for the acquisition of 40% shareholding in Easy Talent Limited (please refer to the Company’s announcements

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dated 24 April 2015 and 27 April 2015 respectively for detailed information of the aforesaid acquisition), approximately HK\$85 million was used in Company's securities investment business segment, approximately HK\$20 million was used for repayment of loan and the remaining portion of approximately HK\$12 million was used for expense in connection with the placing and general working capital. As the refreshment of the Existing Issue Mandate can provide the Company an alternative fund raising method and the management of the Company confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Group (please refer to the section headed "(v) Other financing alternatives" below for detailed information), the refreshment of the Existing Issue Mandate is justifiable.

(iv) Flexibility in financing

According to the management of the Company, the Company has always been actively looking into different opportunities for investing in information communication technology business, such as the First Acquisition. As disclosed in the announcements of the Company dated 4 June 2015 and 20 July 2015 regarding to the First Acquisition, the management of the Company intends to issue 65,079,365 new Shares under the Existing Issue Mandate as part of the consideration for the acquisition of 51% of the equity interest of Guangzhou Wealth-Depot. The Company also has to raise approximately HK\$50 million for the Possible Acquisition as mentioned in the section headed "(ii) Reasons for the proposed refreshment of the Existing Issue Mandate" above and also provide additional funding option for future acquisition or other investment activities. According to the management of the Company, other than the acquisition of Shenzhen Cneop and the Possible Acquisition, the Company did not identified other investment opportunities as at the Latest Practicable Date.

As discussed in the foregoing, we consider that the refreshment of the Existing Issue Mandate would provide the Company with the necessary flexibility to fulfill any possible funding needs for the acquisition of Shenzhen Cneop and the Possible Acquisition and future business development and/or investment decisions and the forthcoming annual general meeting of the Company is expected to be held in or around June 2016, which is approximately 10 months from the Latest Practicable Date and the New Issue Mandate will allow the Company to have sufficient flexibility to grasp appropriate fund raising opportunities during this period. The refreshment of the Existing Issue Mandate would provide the Company with the flexibility as allowed under the Listing Rules to allot and issue new Shares for equity fund raising activities, such as placing of new Shares, or as consideration for potential investments in the future as and when such opportunities arise. Furthermore, the additional amount of equity which may be raised after the refreshment of the Existing Issue Mandate would provide the Group with more financing options when assessing and negotiating potential investments in a timely manner. Given the financial

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flexibility available to the Company as discussed above, we are of the opinion that the refreshment of the Existing Issue Mandate is in the interests of the Company and the Shareholders as a whole.

(v) Other financing alternatives

We have enquired into the management of the Company and they confirmed that apart from equity financing, the Company will also consider debt financing, such as bank borrowings, to be other possible fund raising alternatives available to the Group. However, the management of the Company is of the view that the ability of the Group to obtain bank borrowings usually depends on the Group's financial position and the then prevailing market condition. Furthermore, such alternative may be subject to lengthy due diligence and negotiations with banks. Given that debt financing will usually incur interest burden on the Group, the Directors consider debt financing to be relatively uncertain and time-consuming as compared to equity financing, such as placing of new Shares, for the Group to obtain additional funding.

The management of the Company confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Company. With this being the case, along with the fact that the refreshment of the Existing Issue Mandate will provide the Company an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future business development, we are of the view and concur with the view of the management of the Company that the refreshment of the Existing Issue Mandate is in the interests of the Company and the Shareholders as a whole.

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(vi) Potential dilution to shareholding of the existing public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilization of the New Issue Mandate (assuming that no other Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to the date on which the New Issue Mandate (if granted) is exercised in full):

	Shareholding in the Company as at the Latest Practicable Date		Shareholding in the Company upon full utilization of the New Issue Mandate	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
Mystery Idea Limited <i>(Note 1)</i>	5,116,673,350	70.71	5,116,673,350	58.92
Ms. Yang Xiaoying <i>(Note 2)</i>	210,000,000	2.90	210,000,000	2.42
Existing public Shareholders	1,909,717,180	26.39	1,909,717,180	21.99
Maximum number of new Shares which may be issued under the New Issue Mandate	—	—	1,447,278,106	16.67
Total	<u>7,236,390,530</u>	<u>100.00</u>	<u>8,683,668,636</u>	<u>100.00</u>

Notes:

1. The ultimate beneficial shareholder and sole director of Mystery Idea Limited is Mr. King Pak Fu.
2. Toplap International Limited, the beneficial owner of the shares, is 90% owned by Ms. Yang Xiaoying.

As stated in the table above, the shareholding of the existing public Shareholders would be diluted from approximately 26.39% to approximately 21.99% upon full utilization of the New Issue Mandate. We are of the view and concur with the view of the management of the Company that as (i) part of the new Shares which may be issued under the New Issue Mandate as the consideration for the Possible Acquisition as stated in the section headed “(ii) Reasons for the proposed refreshment of the Existing Issue Mandate” above; (ii) the outlook of broadband internet communication technology business in the PRC, which is the principal business of Shenzhen Hexicom is positive as stated in the section headed “(ii) Reasons for the proposed refreshment of the Existing Issue Mandate” above; and (iii) the management of the Company confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Company as stated in the section headed “(V) other financing alternative” above, the potential dilution effect of the existing public Shareholders as just mentioned is justifiable.

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RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that the proposed refreshment of the Existing Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at EGM to approve the grant of the New Issue Mandate and we recommend the Independent Shareholders to vote in favour of the ordinary resolution in this regard.

Yours faithfully,

For and on behalf of Nuada Limited

Kevin Wong

Vice President

Mr. Kevin Wong is a person licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and is a responsible officer of Nuada Limited who has over 12 years of experience in corporate finance industry.

This appendix serves as an explanatory statement, as required by the Rule 10.06(1)(b) of the Listing Rules to be presented to Shareholders concerning the New Repurchase Mandate proposed to be granted to the Directors.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 7,236,390,530. Subject to the passing of the ordinary resolution granting the New Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the EGM, the Company would be allowed under the New Repurchase Mandate to repurchase a maximum of 723,639,053 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 2014 (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 New 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 New 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 New 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 (“**Mr. King**”), the controlling shareholder of the Company, through his wholly and beneficially owned company, Mystery Idea Limited, is deemed to be interested in 5,116,673,350 Shares, representing approximately 70.71% 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, then the attributable interest of Mr. King would be increased from 70.71% to approximately 78.56% 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 present intention to repurchase Shares to such extent result in the amount of Shares held by the public being reduced to less than 25%.

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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
August	0.185 A	0.120 A
September	0.167 A	0.133 A
October	0.153 A	0.137 A
November	0.160 A	0.140 A
December	0.172 A	0.126 A
2015		
January	0.142 A	0.120 A
February	0.201 A	0.126 A
March	0.272 A	0.167 A
April	0.488 A	0.240 A
May	0.710 A	0.405 A
June	0.725 A	0.560 A
July	1.200	0.370
August (up to the Latest Practicable Date)	0.650	0.560

A: *adjusted for Bonus Issue as announced on 26 May 2015*

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 New Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core 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 New 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 New Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

NOTICE OF EGM



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 an extraordinary general meeting of Rentian Technology Holdings Limited (the “**Company**”) will be held at Room 4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Friday, 21 August 2015. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as the ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT:**
 - (a) the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and deal with shares of the Company as approved by the shareholders of the Company at the annual general meeting of the Company held on 29 June 2015 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
 - (b) subject to paragraph (d) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (c) the approval in paragraph (b) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (e) below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF EGM

(d) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (e) below), or (ii) any share option schemes of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) 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, or (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20% of the number of the shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(e) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 article of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

NOTICE OF EGM

2. **“THAT:**
- (a) the general mandate granted to the Directors to exercise the powers of the Company to repurchase shares of the Company as approved by the shareholders of the Company at the annual general meeting of the Company held on 29 June 2015 and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
 - (b) subject to paragraph (c) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to purchase its shares in the share capital of the Company, subject to and in accordance with the applicable laws and regulations of the Cayman Islands, the articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
 - (c) the aggregate number of shares which may be purchased pursuant to the approval in paragraph (b) above shall not in aggregate exceed 10% of the number of shares the Company in issue as at the date of passing of this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

NOTICE OF EGM

3. “**THAT** conditional upon the passing of Resolutions numbered 1 and 2 set out in the notice of the extraordinary 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 1 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 2 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.”
4. “**THAT:**
- (a) subject to and conditional upon Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company adopted on 6 August 2007 up to a new 10% limit of the number of Shares in issue at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) be approved; and
- (b) any director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 6 August 2015

Registered Office:
P.O. Box 309, Uglan House
South Church Street, George Town
Grand Cayman, Cayman Islands
British West Indies

*Head office and principal
place of business:*
Suites 2001 & 2002, 20/F.,
AIA Central
1 Connaught Road Central
Hong Kong

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Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person 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 one proxy to attend on the same occasion.
3. 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 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 for holding the meeting or any adjourned meeting, and in default the instrument of proxy shall not be treated as valid.
4. 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 whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

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

Executive Directors

Ms. Yang Xiaoying

(Chief Executive Officer)

Mr. Tsang To

Ms. Ng Si Wai

Mr. Choi Chi Fai

Independent Non-executive Directors

Mr. Chung Yuk Lun

Mr. Pak William Eui Won

Mr. Zhang Xiaoman