
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 6 to 15 of this circular. A letter from the Independent Board Committee to the Independent Shareholders is set out on page 16 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 17 to 29 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 Monday, 14 March 2016 is set out from pages 33 to 37 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.

26 February 2016

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	6
Letter from the Independent Board Committee	16
Letter from Nuada	17
Appendix – Explanatory Statement to the New Repurchase Mandate	30
Notice of EGM	33

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
“AGM Issue Mandate”	the general 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
“AGM Repurchase Mandate”	the general mandate duly approved and granted by the Shareholders at the AGM to Directors to repurchase up to 72,363,905 Shares
“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 14 July 2015
“Bonus Share(s)”	the bonus Share(s) issued under the Bonus Issue
“Company”	Rentian Technology Holdings 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

DEFINITIONS

“Existing Issue Mandate”	the general mandate duly approved and granted by the Shareholders at the Previous EGM to the Directors to allot, issue and deal with a maximum of 1,447,278,106 new Shares
“Existing Repurchase Mandate”	the general mandate duly approved and granted by the Shareholders at the Previous EGM to Directors to repurchase up to 723,639,053 Shares
“First Placing”	the offer by way of a private placing of the First Placing Shares, on best efforts basis, procured by the First Placing Agents (severally and not jointly) to selected investors on the terms and subject to the conditions set out in the First Placing Agreement which was completed on 10 November 2015
“First Placing Agents”	(i) Haitong International Securities Company Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 3 (leveraged foreign exchange trading) and Type 4 (advising on securities) regulated activities within the meaning of the SFO; and (ii) AMTD Asset Management Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities within the meaning of the SFO
“First Placing Agreement”	the conditional placing agreement dated 28 October 2015 entered into between the Company and the First Placing Agents in relation to the First Placing
“First Placing Shares”	the 900,000,000 Shares placed by the First Placing Agents pursuant to the First Placing Agreement
“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

DEFINITIONS

“Independent Board Committee”	comprises all the three independent non-executive Directors, namely Mr. Pak William Eui Won, Mr. Zhang Xiaoman and Mr. Chin Hon Siang 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 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities 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”	26 February 2016, 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 general 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 general 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
“Next AGM”	the coming annual general meeting of the Company to be held around June 2016 for the Shareholders

DEFINITIONS

“Next AGM Issue Mandate”	the new general mandate which the Board intends to be sought at the Next AGM 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 Next AGM
“PRC”	The People’s Republic of China
“Previous EGM”	the extraordinary general meeting of the Company held on 21 August 2015
“Prospective Vendors”	three companies incorporated in the British Virgin Islands with limited liability, which collectively interested in 51% of the issued share capital of the target company
“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
“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

DEFINITIONS

“Second Placing”	the placing of the Second Placing Shares pursuant to the terms of the Second Placing Agreement
“Second Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in Type 1 regulated activity (dealing in securities) under the SFO
“Second Placing Agreement”	the conditional placing agreement entered into between the Company and the Second Placing Agent dated 18 January 2016 in relation to the Second Placing
“Second Placing Shares”	the 500,000,000 Shares placed by the Second Placing Agent pursuant to the Second Placing Agreement
“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
Mr. Choi Chi Fai

Independent Non-executive Directors:

Mr. Pak William Eui Won
Mr. Zhang Xiaoman
Mr. Chin Hon Siang

Registered office:

P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

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

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

26 February 2016

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

EXISTING GENERAL MANDATES

At the AGM, the Shareholders approved, among other things, ordinary resolutions to grant to the Directors: (i) the AGM 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 the AGM; and (ii) the AGM Repurchase Mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of the AGM.

The Company completed the Bonus Issue on 23 July 2015 whereby the issued share capital of the Company increased substantially from 723,639,053 Shares to 7,236,390,530 Shares. Consequently, the AGM Issue Mandate and the AGM Repurchase Mandate were further refreshed by the Shareholders granting the Existing Issue Mandate and Existing Repurchase Mandate at the Previous EGM.

At the Previous EGM, 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 1,447,278,106 new Shares, representing 20% of the then issued share capital of the Company (i.e. 7,236,390,530 Shares) as at the date of the Previous EGM 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 723,639,053 Shares, representing 10% of the then issued share capital of the Company as at the date of the Previous EGM.

Subsequent to the Previous EGM and as disclosed in the announcements of the Company dated 28 October 2015 and 10 November 2015 in relation to the First Placing and the announcements of the Company dated 18 January 2016, 27 January 2016 and 4 February 2016 in relation to the Second Placing, the Company completed the First Placing and the Second Placing on 10 November 2015 and 4 February 2016 respectively. The First Placing and the Second Placing utilized in aggregate approximately 96.73% of the Existing Issue Mandate. The remaining Existing Issue Mandate is available for further issue and allotment of 47,278,106 new Shares as at the Latest Practicable Date. For details of the First Placing and the Second Placing, please refer to the section headed "Fund raising activities in the past twelve months" of this circular.

NEW GENERAL MANDATES

The Company will convene the EGM at which ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the general mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had an aggregate of 8,636,390,530 Shares in issue. Subject to the passing of the ordinary resolutions for the approval of the New General Mandates and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 1,727,278,106 Shares and repurchase up to 863,639,053 Shares under the New General Mandates.

REASONS FOR THE REFRESHMENT OF GENERAL MANDATES

Upon the completion of the First Placing and the Second Placing, the Existing General Mandate had been utilised as to 1,400,000,000 Shares, representing approximately 96.73% of the aggregate number of Shares which can be allotted and issued under the Existing Issue Mandate. In view of the fact that the Existing Issue Mandate is substantially utilized and funding requirements or appropriate investment opportunities may arise at any time prior to the next annual general meeting (expected to be held around June 2016), the Board proposes the refreshment of Existing Issue Mandate in order to provide flexibility in fund raising through the issuance of new Shares, if thought appropriate, to be made under the New Issue Mandate during this period.

The Directors have considered other fund raising alternatives, such as rights issue, open offer and issue of new shares under specific mandate, to meet the funding requirements of the Group. However, having considered that equity financing under the New Issue Mandate (i) will provide more flexibility for financing to the Group for future possible funding needs and enable the Company to capture any investment opportunities in a timely manner when compared to specific mandates; (ii) will be less costly and time-consuming than equity fund raising by way of rights issue or open offer; (iii) that the potential dilution to shareholdings of the Shareholders as stated in the section headed “Effect on the shareholding structure of the Company” is acceptable; and (iv) the Existing Issue Mandate has been substantially utilized after completion of the First Placing and the Second Placing, the Board considered that the Refreshment of the General Mandates on or before the date of next annual general meeting is in the best interests of the Company and the Shareholders as a whole.

On 15 December 2015, the Company and the Prospective Vendors entered into a memorandum of understanding in relation to the possible acquisition (“**Possible Acquisition**”) of the target company which is an investment holding company principally engaged in businesses of investment consulting, marketing research, software design and development and strategic business consultancy through its subsidiaries. Since the relevant terms of the Possible Acquisition are not finalized as at the Latest Practicable Date, having the New Issue Mandate in place will

LETTER FROM THE BOARD

provide with the Company more flexibility in negotiating and finalizing the terms of the Possible Acquisition in terms timing as opposed to seeking a specific mandate to issue shares in the event that part of the consideration will be settled by way of Shares. Saved for the Possible Acquisition, the Company does not have any other plan which may utilize the New Issue Mandate and there is no other fund raising plan as at the Latest Practicable Date. According to the annual report of the Company for the year ended 31 December 2014, the Group implemented a diversification strategy aimed at identifying suitable investment opportunities and it will further develop and explore new opportunities relating to the IT service and provision of integrated business software solutions when opportunities arise in order to strengthen its revenue bases. Taking into account the volatility of the market, the Company may fail to seize and capitalise any investment opportunities if it has to wait for around three months until the next annual general meeting for the refreshment of the Existing Issue Mandate given that in most cases parties to a transaction prefer completion to take place as soon as possible. In view of the above, the Directors consider that the New Issue Mandate will empower the Directors to issue new Shares under the refreshed limit in a timely manner as and when necessary and avoids the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. This could provide the Company with flexibility and ability to capture any appropriate investment opportunities promptly when they arise in the future including but not limited to the Possible Acquisition.

For the reasons stated above and given that the New Issue Mandate will lapse, if not being utilized, at the conclusion of the Next AGM, the Company intends to seek for approval of the Shareholders at the Next AGM for the grant of Next AGM Issue Mandate.

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.

LETTER FROM THE BOARD

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 TWELVE MONTHS

Set out below are the fund raising activities of the Company during the past twelve months immediately preceding the Latest Practicable Date:

Date of announcement	Description	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds (approximately)
28 October 2015	Placing of 900,000,000 shares at a price of HK\$0.32 per placing share which was completed in November 2015	HK\$282.44 million	For potential investments in the future as and when such opportunities arise and for general working capital of the Group	(i) Approximately HK\$97.20 million had been used in repayment of margin loans; (ii) approximately HK\$185 million had been used in investment in securities; and (iii) approximately HK\$0.24 million had been used for the general working capital of the Group
18 January 2016	Placing of 500,000,000 shares at a price of HK\$0.42 per placing share which was completed in February 2016	HK\$204.65 million	For the general working capital of the Group, repayment of loans and potential investments to be identified	(i) Approximately HK\$114.22 million had been used in investment of securities; (ii) approximately HK\$61.35 million had been used for the general working capital of the Group; and (iii) approximately HK\$29.08 million has been deposited in bank or broker account of which approximately 21%, 65% and 14% will be used for investment of securities, repayment of loans and general working capital of the Group respectively

LETTER FROM THE BOARD

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; (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; and (iii) for illustrative purpose, immediately after full utilization of the New Issue Mandate and the Next AGM 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 Next AGM Issue Mandate.

Shareholders	As at the Latest Practicable Date		Immediately after full utilization of the New Issue Mandate		Immediately after full utilization of the New Issue Mandate and the Next AGM Issue Mandate	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. King Pak Fu (Note 1)	5,283,433,350	61.18	5,283,433,350	50.98	5,283,433,350	42.48
Ms. Yang Xiaoying (Note 2)	210,000,000	2.43	210,000,000	2.02	210,000,000	1.69
Public Shareholders						
New Shares issued under the New Issue Mandate	-	-	1,727,278,106	16.67	1,727,278,106	13.89
New Shares issued under the Next AGM Issue Mandate	-	-	-	-	2,072,733,727	16.67
Other public Shareholders	3,142,957,180	36.39	3,142,957,180	30.33	3,142,957,180	25.27
Total	8,636,390,530	100.00	10,363,668,636	100.00	12,436,402,363	100.00

Notes:

- Mr. King Pak Fu is interested in the share capital of the Company through his wholly-owned companies Mystery Idea Limited and Better Joint Venture Limited, being the beneficial owner of 5,116,673,350 Shares and 11,260,000 Shares respectively and through Carnival Group International Holdings Limited, being the beneficial owner of 155,500,000 Shares. Carnival Group International Holdings Limited is 71.43% indirectly owned by Mr. King Pak Fu.
- These Shares are registered in the name of Toplap International Limited (“TIL”), which is owned as to 90% by Ms. Yang Xiaoying, an executive Director and the Chief Executive Officer of the Company. By virtue of the SFO, Ms. Yang Xiaoying is deemed to be interested in all Shares held by TIL.

LETTER FROM THE BOARD

Taking into account that the benefits of the grant of the New Issue Mandate and the Next AGM Issue Mandate as discussed in the section headed “Reasons for the Refreshment of General Mandates”, and having considered the fact that the shareholdings of all Shareholders will be diluted proportionately and the capital base of the Company will be enlarged upon the utilization of the New Issue Mandate and the Next AGM Issue Mandate, the Board considers that such potential dilution to the shareholdings of the existing public Shareholders to be acceptable.

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 723,639,053 Shares, representing 10% of the issued share capital of the Company as at the date of Previous EGM. As at the Latest Practicable Date, the number of the outstanding Share Options of the Company was 703,639,050. The Company did not grant any Share Option since the Previous EGM.

The Refreshed Mandate Limit

As at the Latest Practicable Date, the Company is allowed to grant options entitling holders to subscribe for up to 723,639,053 Shares according to the Scheme Mandate Limit being refreshed at the Previous EGM. As the issued share capital of the Company has been enlarged substantially since the date of the Previous EGM from 7,236,390,530 Shares to 8,636,390,530 Shares as at the Latest Practicable Date as a result of the Placing, the Board would like to revoke the Scheme Mandate Limit being refreshed at the Previous EGM and seek approval of the Shareholders at the EGM for the refreshment of Scheme Mandate Limit.

On the basis of 8,636,390,530 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 863,639,053 Shares, representing 10% of such issued share capital. Such limit together with the 703,639,050 outstanding Share Options previously granted represented approximately 18.15% of the issued share capital of the Company which does not exceed the 30% limit stipulated under Note (2) to Rule 17.03(3) of the Listing Rules.

LETTER FROM THE BOARD

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the Refreshed 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.

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 5,283,433,350 Shares (representing approximately 61.18% 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, Mr. King Pak Fu and its associates have no intention to vote against the resolution in relation to the New Issue Mandate and any extension thereof at the EGM.

LETTER FROM THE BOARD

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.

EGM

The notice of the EGM is set out from pages 33 to 37 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

The Independent Board Committee comprising Mr. Pak William Eui Won, Mr. Zhang Xiaoman and Mr. Chin Hon Siang, 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.

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.

LETTER FROM THE BOARD

Your attention is drawn to the letter from the Independent Board Committee set out on page 16 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 17 to 29 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.

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 its Shareholders as a whole. The Board hereby recommends the Shareholders and the Independent Shareholders (as the case may be) to vote in favour of all the 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)

26 February 2016

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF THE EXISTING ISSUE MANDATE

We refer to the circular of the Company dated 26 February 2016 (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 its advice, together with the principal factors and reasons it has taken into consideration in giving such advice, are set out on pages 17 to 29 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 its letter, we consider that the New Issue Mandate and any extension thereof is fair and reasonable so far as 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

Pak William Eui Won

Zhang Xiaoman

Chin Hon Siang

Independent Non-Executive Directors

* For identification purpose only

LETTER FROM NUADA

The following is the text of a letter of advice to the Independent Board Committee and the Independent Shareholders from Nuada Limited in relation to 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

26 February 2016

*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 26 February 2016 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 Previous EGM held on 21 August 2015, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors Existing Issue Mandate, pursuant to which the Directors were authorised to allot, issue and deal with up to 1,447,278,106 new Shares, representing 20% of the then issued share capital of the Company (i.e. 7,236,390,530 Shares) as at the date of the Previous EGM and the extension of the Existing Issue Mandate to include any Shares repurchased by the Company under the Existing Repurchase Mandate.

LETTER FROM NUADA

As at the Latest Practicable Date, the total number of Shares in issue has been increased from 7,236,390,530 Shares to 8,636,390,530 Shares after the issue and allotment of the 900,000,000 and 500,000,000 new Shares pursuant to the First Placing and the Second Placing respectively. As disclosed in the Company's announcements dated 28 October 2015 and 10 November 2015 respectively, the Company completed the First Placing on 10 November 2015 and successfully placed, through the First Placing Agents, 900,000,000 Shares to not less than six independent places at a price of HK\$0.32 per Share on 10 November 2015. As disclosed in the Company's announcements dated 18 January 2016, 27 January 2016 and 4 February 2016 respectively, the Company completed the Second Placing on 4 February 2016 and successfully placed, through the Second Placing Agent, 500,000,000 Shares to one independent placee at a price of HK\$0.42 per Share on 4 February 2016. The First Placing and the Second Placing collectively utilised approximately 96.73% of the Existing Issue Mandate. The remaining Existing Issue Mandate is available for further issue and allotment of 47,278,106 new Shares, which represent approximately only 0.55% of the issued shares capital of the Company, as at the Latest Practicable Date.

The Board propose 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, 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 5,283,433,350 Shares (representing approximately 61.18% 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.

The Independent Board Committee comprising Mr. Pak William Eui Won, Mr. Zhang Xiaoman and Mr. Chin Hon Siang, 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. We, Nuada Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

LETTER FROM NUADA

During the past two years, we have acted as the independent financial adviser to the Company's independent board committee and the independent shareholders for the following transaction:

Date of the relevant circulars and our letters of advice	Nature of the transaction
6 August 2015	Refreshment of the general mandate to issue Shares

We had also been appointed as an independent financial adviser of the Company in respect of a 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 previous engagements described above, as well as this appointment as the Independent Financial Adviser in respect of the refreshment of the Existing Issue Mandate, 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.

LETTER FROM NUADA

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.

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.

Independent 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) the provision of data management services and “integrated smart internet-of-things solutions for modern centralised industrial supply chains” to corporate and enterprise customers; (ii) securities investment; and (iii) money lending business.

The Directors were authorised to allot and issue up to 1,447,278,106 Shares under the Existing Issue Mandate which was granted to the Directors at the Previous EGM held on 21 August 2015.

LETTER FROM NUADA

Reference is made to the Company's announcements dated 28 October 2015 and 10 November 2015 in relation to the First Placing. The Company completed the First Placing on 10 November 2015 and successfully placed, through the First Placing Agents, 900,000,000 Shares to not less than six independent placees at a price of HK\$0.32 per Share on 10 November 2015. Reference is also made to the Company's announcements dated 18 January 2016, 27 January 2016 and 4 February 2016 respectively. The Company completed the Second Placing on 4 February 2016 and successfully placed, through the Second Placing Agent, 500,000,000 Shares to one independent placee at a price of HK\$0.42 per Share on 4 February 2016. The First Placing and the Second Placing collectively utilised approximately 96.73% of the Existing Issue Mandate. After the allotment and issue of the sum of 1,400,000,000 Shares pursuant to the First Placing and the Second Placing, the total number of Shares in issue has been increased from 7,236,390,530 Shares to 8,636,390,530 Shares. Accordingly, the maximum number of the Share that can be further allotted and issued under the Existing Issue Mandate is 47,278,106 new Shares, representing only approximately 0.55% of the issued share capital 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 8,636,390,530 Shares in issue. On the basis that (i) no Share would be issued and/or repurchased by the Company; and (ii) 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 1,727,278,106 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

As disclosed in the Company's interim report for the six months ended 30 June 2015 (the "**Interim Report**"), the Group recorded an unaudited revenue of approximately HK\$287.77 million for the six months ended 30 June 2015, representing an increase of approximately 174.5% from that of approximately HK\$104.8 million for the previous corresponding period. The revenue of approximately HK\$287.77 million was generated from (i) net realised gain on disposal of financial assets at fair value through profit or loss amounted to approximately HK\$1.59 million (approximately HK\$100.8 million for the six months ended 30 June 2014); (ii) Internet-of-Things business amounted to approximately HK\$285.3 million (nil for the six months ended 30 June 2014); and (iii) interest income from loan receivables amounted to approximately HK\$0.85 million (approximately HK\$3.391

LETTER FROM NUADA

million for the six months ended 30 June 2014). Accordingly, the increase in turnover for the six months ended 30 June 2015 as compared to the previous corresponding period was mainly due to the turnover from the Group's new Internet-of-Things business. For the six months ended 30 June 2015, the Group recorded a net profit of approximately HK\$351.4 million representing a decrease of approximately 40.8% from that of approximately HK\$593.6 million for the previous corresponding period. We note from the Interim Report that the decrease in net profit might be attributable to, among others, (i) the decrease in the net changes in fair value of financial assets at fair value through profit or loss from approximately HK\$502.5 million for the six months ended 30 June 2014 to approximately HK\$314.5 million for the six months ended 30 June 2015; and (ii) the increase in the general and administrative expenses from approximately HK\$10.5 million for the six months ended 30 June 2014 to approximately HK\$76.1 million for the six months ended 30 June 2015.

As disclosed in the Company's announcement dated 15 December 2015, the Company has entered into the memorandum of understanding in relation to the possible acquisition (the "**Possible Acquisition**") of 51% of the issued share capital of a target company (the "**Target Company**"). The Target Company is an investment holding company and is principally engaged in businesses of investment consulting, marketing research, software design and development and strategic business consultancy through its subsidiaries. As disclosed in the aforesaid announcement, the management of the Company is of the view that the Possible Acquisition will strengthen the software development and restructure capability of the Group and diversify the Group's business into internet finance and related sectors, including trading management and hosting services for bulk commodities supply chain, information broadcasting, Internet-of-Things storage and logistics facilitation, and transaction settlement and electronic payment system. We also discuss with the management of the Company and understand that the Company intends to issue Shares for cash to settle part of the consideration for the Possible Acquisition, if materialise. As at the Latest Practicable Date, there was no update on the status and details of the Possible Acquisition. Since the relevant terms of the Possible Acquisition are not finalized as at the Latest Practicable Date, we are of the view and concur with the view of the management of the Company that having the New Issue Mandate in place will provide with the Company more flexibility in negotiating and finalizing the terms of the Possible Acquisition in time as opposed to seeking a specific mandate to issue shares in the event that part of the consideration will be settled by way of Shares.

LETTER FROM NUADA

With reference to the Board Letter and according to the management of the Company, the Company would like to maintain flexibility for the Company to raise funds through equity financing in a timely manner to support the Group's future development at any time once favorable terms offered by potential investors are available, such as the Possible Acquisition. Given that equity financing by issuing new Shares under New Issue Mandate (i) does not incur any interest expenses on the Group as compared with debt 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 promptly 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 disclosed in the Interim Report, the Group has been actively looking at potential investments in Internet-of-Things business and will endeavor to expand in the areas of internet applications for enterprises, basic software and industry application, Megadata and cloud computation, application of the Internet-of-Things and intelligence terminals, and maximise its contribution in the next generation of informatisation of enterprises in the PRC. We noted from the “Twelfth Five-Year Development Plan on Strategic Emerging Sectors”* (「十二五」國家戰略性新興產業發展規劃) (the “**Development Plan**”) published by the State Council of the PRC (中華人民共和國國務院) in 2012, the information technology sector was chosen as one of the five strategic emerging sectors of the PRC. The Development Plan sets out certain measures and policies for this sector to strengthen and encourage the research and development of software applications and other technology in relation to Internet-of-Things, cloud computing, Megadata-processing, etc, including, among others: (i) construction of national information infrastructures to facilitate mobile communication and internet applications; (ii) development of wireless internet cities and increase in the coverage of fixed internet broadband service in rural areas to popularise information applications; (iii) promotion of next generation of information technology standard, i.e. Internet Protocol version 6 (IPv6) to support new services; and (iv) enhancement of intellectual property rights protection to better protect the developers. The Ministry of Industries and Information Technology of the PRC (中華人民共和國工業和信息化部) (“**MIIT**”) also published the “MIIT 2014 Checklist for Internet-of-Things”* (工業和信息化部2014年物聯網工作要點) (the “**IOT Checklist**”) on 21 May 2014. The IOT Checklist highlights various work to be done to promote the Internet-of-Things industry, including, among others: (i) coordination

LETTER FROM NUADA

among PRC governmental authorities and the public; (ii) advancement of sensors and microchips to achieve higher efficiency with lower production costs; (iii) establishment of standard system for Internet-of-Things; and (iv) demonstrations to the public such as logistic management through Internet-of-Things with selected large manufacturing enterprises. Based on the aforesaid intention of the PRC government to develop the information technology sector and in particular the Internet-of-Things industry in the PRC, we are of the view and concur with the management of the Company that the outlook of the information technology sector and Internet-of-Things industry in the PRC is positive.

As stated in the section headed “I. Background information of the refreshment of the Existing Issue Mandate” above, the maximum number of Shares that are available to be allotted or issued under the Existing Issue Mandate is 47,278,106 Shares, representing approximately 3.27% of the Shares that can be allotted and issued under the Existing Issue Mandate. Although the Existing Issue Mandate is not fully utilized as stated above, it represents only approximately 0.55% of the issued shares capital of the Company as at the Latest Practicable Date. The refreshment of the Existing Issue Mandate will provide the Company an additional means but not obligation to raise fund as detailed in the section headed “IV. Flexibility in financing” below. Accordingly, the Board believes that the refreshment of the Existing Issue Mandate are in the best interests of the Company by maintaining the financial flexibility. In addition, after discussion with the management of the Company and according to the date of the AGM, we understand that the Next AGM will likely be held around June 2016, which is approximately 4 months from the Latest Practicable Date, to approve the refreshment of the Existing Issue Mandate should it not refreshed in the EGM.

Given the foregoing, we are of the opinion that (i) 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 including, among others, the Possible Acquisition as disclosed above; (ii) the Target Company would strengthen the principal business of the Group; and (iii) the outlook of the information technology and Internet-of-Things industry in the PRC, being the principal business of the Group and the Target Group, is positive as detailed 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.

LETTER FROM NUADA

III. Fund raising activities in the past twelve months

Set out below are the fund raising activities of the Company during the past twelve months immediately preceding the Latest Practicable Date as extracted from the section headed “Fund raising activities in the past twelve months” in the Board Letter:

Date of announcement	Description	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds (approximately)
28 October 2015	Placing of 900,000,000 shares at a price of HK\$0.32 per placing share which was completed in November 2015	HK\$282.44 million	For potential investments in the future as and when such opportunities arise and for general working capital of the Group	(i) Approximately HK\$97.20 million had been used in repayment of margin loans; (ii) approximately HK\$185 million had been used in investment in securities; and (iii) approximately HK\$0.24 million had been used for the general working capital of the Group
18 January 2016	Placing of 500,000,000 shares at a price of HK\$0.42 per placing share which was completed in February 2016	HK\$204.65 million	For the general working capital of the Group, repayment of loans and potential investments to be identified	(i) Approximately HK\$114.22 million had been used in investment of securities; (ii) approximately HK\$61.35 million had been used for the general working capital of the Group; and (iii) approximately HK\$29.08 million has been deposited in bank or broker account of which approximately 21%, 65% and 14% will be used for investment of securities, repayment of loans and general working capital of the Group respectively

LETTER FROM NUADA

Also as discussed with the management of the Company, we note that the Company conducted two other fund raising activities involving (i) the placing of 6% senior bonds due 2017 with an aggregate principal amount of up to HK\$200,000,000 completed on 21 April 2015 (“**First Bonds**”), details of which are set out in the Company’s announcements dated 27 March 2015, 10 April 2015 and 21 April 2015 respectively; and (ii) the placing of 6% senior bonds due 2017 with an aggregate principal amount of up to HK\$200,000,000 completed on 23 November 2015 (“**Second Bonds**”), details of which are set out in the Company’s announcements dated 13 October 2015, 30 October 2015 and 23 November 2015 respectively. We understand from the management of the Company that the gross proceeds from the placing of First Bonds was fully utilised for (i) approximately HK\$83.02 million for payment of the consideration for the acquisition of 40% shareholding in Easy Talent Limited, details of which are set out in the Company’s announcements dated 24 April 2015 and 27 April 2015 respectively; (ii) approximately HK\$51.0 million for investment in securities; and (iii) approximately HK\$65.98 million for repayment of loan and general working capital of the Group. Meanwhile, the gross proceeds from the placing of Second Bonds was fully utilised for (i) approximately HK\$48.70 million for capital contributions to Shenzhen Hexicom Technologies Company Limited* (深圳市海億康科技有限公司), a 70%-owned subsidiary of the Company and Guangzhou Wealth-Depot Logistics Technology Co., Ltd* (廣州大庫工業設備有限公司), a 51%-owned subsidiary of the Company; (ii) approximately HK\$137.30 million for repayment of loan; and (iii) approximately HK\$14.00 million for general working capital of the Group.

As the refreshment of the Existing Issue Mandate can provide the Company an alternative fund raising methods 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

As disclosed in the Interim Report, the Group has been actively looking for potential investments in Internet-of-Things business. The Company may consider to raise fund through issue of new Share under the New Issue Mandate for cash to settle part of the consideration 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. As advised by the management of the Company, apart from the Possible Acquisition, the Company has not identified other investment opportunities as at the Latest Practicable Date, and 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. We also understand from the management of the Company that the Company intends to apply

LETTER FROM NUADA

the remaining proceeds from the Second Placing of approximately HK\$29.08 million as to approximately 21%, 65% and 14% for investment of securities, repayment of loans and general working capital of the Group respectively.

As discussed in the foregoing, we consider that (i) the remaining proceeds from the Second Placing have been earmarked for specific purposes including investment of securities, repayment of loans and general working capital; (ii) the refreshment of the Existing Issue Mandate would provide the Company with the necessary flexibility to fulfil any possible funding needs for the Possible Acquisition and other future business development and/or investment decisions; (iii) the maximum number of the Share that can be further allotted and issued under the Existing Issue Mandate is 47,278,106 Shares, representing only approximately 0.55% of the issued share capital of the Company as at Latest Practicable Date; and (iv) the Next AGM, according to the management of the Company, is expected to be held around June 2016, which is approximately 4 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 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.

LETTER FROM NUADA

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.

VI. Potential dilution to shareholding of the existing public Shareholders

We have discussed with the management of the Company and understand that the Company intends to seek for approval of the Shareholders at the Next AGM for the grant of Next AGM Issue Mandate given that the New Issue Mandate will lapse at the conclusion of the Next AGM. The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) upon full utilisation 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); and (iii) for illustrative purpose, immediately after full utilization of the New Issue Mandate and the Next AGM 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 Next AGM Issue Mandate:

Shareholders	As at the Latest Practicable Date		Immediately upon full utilisation of the New Issue Mandate		Immediately after full utilization of the New Issue Mandate and the Next AGM Issue Mandate	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. King Pak Fu (Note 1)	5,283,433,350	61.18	5,283,433,350	50.98	5,283,433,350	42.48
Ms. Yang Xiaoying (Note 2)	210,000,000	2.43	210,000,000	2.02	210,000,000	1.69
<i>Public Shareholders</i>						
New Shares issued under the New Issue Mandate	-	-	1,727,278,106	16.67	1,727,278,106	13.89
New Shares issued under the Next AGM Issue Mandate	-	-	-	-	2,072,733,727	16.67
Other public Shareholders	3,142,957,180	36.39	3,142,957,180	30.33	3,142,957,180	25.27
Total	8,636,390,530	100.00	10,363,668,636	100.00	12,436,402,363	100.00

Notes:

- Mr. King Pak Fu is interested in the share capital of the Company through his wholly-owned companies Mystery Idea Limited and Better Joint Venture Limited, being the beneficial owner of 5,116,673,350 Shares and 11,260,000 Shares respectively and through Carnival Group International Holdings Limited, being the beneficial owner of 155,500,000 Shares. Carnival Group International Holdings Limited is 71.43% indirectly owned by Mr. King Pack Fu.
- These Shares are registered in the name of Toplap International Limited ("TIL"), which is owned as to 90% by Ms Yang Xiaoying, an executive Director and the Chief Executive Officer of the Company. By virtue of the SFO, Ms Yang Xiaoying is deemed to be interested in all Shares held by TIL.

LETTER FROM NUADA

As stated in the table above, the shareholding of the existing public Shareholders would diluted from approximately 36.39% to approximately .30.33% upon full utilisation of the New Issue Mandate, and further to approximately 25.27% upon full utilisation of the New Issue Mandate and the Next AGM Issue Mandate. We are of the view that as (i) new Shares may be issued under the New Issue Mandate for cash as part of the consideration for the Possible Acquisition in a timely manner as stated in the section headed “II. Reasons for the proposed refreshment of the Existing Issue Mandate” above; (ii) although the Company has not identified any other investment opportunities as at the Latest Practicable Date apart from the Possible Acquisition, given that in most cases parties to a transaction prefer to look for quick completion of their deals, the Company may fail to seize and capitalise on investment opportunities should they arise if it has to wait for around 4 months until the Next AGM for the refreshment of the Existing Issue Mandate; (iii) the outlook of information technology sector and in particular Internet-of-Things industry in the PRC, which is the principal business of the Group and is likely to be strengthened by the Possible Acquisition, is positive as stated in the section headed “II. Reasons for the proposed refreshment of the Existing Issue Mandate” above; and (iv) 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.

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 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 the EGM to approve the proposed refreshment of the Existing 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 13 years of experience in corporate finance industry.

* For identification purpose only

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 8,636,390,530. 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 863,639,053 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 a material 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. However, 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.

APPENDIX**EXPLANATORY STATEMENT TO
THE NEW REPURCHASE MANDATE**

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 and Better Joint Venture Limited, and through his associate, Carnival Group International Holdings Limited is deemed to be interested in 5,283,433,350 Shares, representing approximately 61.18% 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 61.18% to approximately 67.97% 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
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	0.650	0.370
September	0.440	0.355
October	0.485	0.365
November	0.620	0.455
December	0.630	0.530
2016		
January	0.58	0.44
February (up to the Latest Practicable Date)	0.56	0.47

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 Monday, 14 March 2016 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 RESOLUTIONS

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 extraordinary general meeting of the Company held on 21 August 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 extraordinary general meeting of the Company held on 21 August 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 of Hong Kong Limited 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, 26 February 2016

Registered Office:
P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

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

NOTICE OF EGM

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.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company's website (<http://www.rentiantech.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

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. Pak William Eui Won
Mr. Zhang Xiaoman
Mr. Chin Hon Siang