
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 to the transferee(s) or to the bank, stockbroker or other agent through whom the sales or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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RENTIAN TECHNOLOGY HOLDINGS LIMITED

仁天科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00885)

(1) RE-ELECTION OF RETIRING DIRECTORS
(2) PROPOSED REFRESHMENT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on Tuesday, 31 May 2016 at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong at 10:00 a.m. is set out on pages 14 to 18 of this circular.

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

* *For identification purpose only*

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Tuesday, 31 May 2016 at 10:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Rentian Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of passing such resolution
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“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

Registered office:

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

Independent Non-executive Directors:

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

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

29 April 2016

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS
(2) PROPOSED REFRESHMENT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

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

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

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

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

Accordingly, Ms. Yang Xiaoying and Mr. Tsang To who were executive Directors shall retire at the AGM by rotation pursuant to Article 116 of the Articles. All the retiring Directors being eligible shall offer themselves for re-election at the AGM.

Biographical details of Ms. Yang Xiaoying and Mr. Tsang To which are required to be disclosed pursuant to the Listing Rules are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting held on 29 June 2015, the Shareholders approved, among other things, ordinary resolutions to grant to the Directors: (i) an issue mandate pursuant to which the Directors were authorised to allot, issue and deal with up to 20% of the issued share capital of the Company as at the date of passing of that resolution; and (ii) a repurchase mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing that resolution.

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 issue mandate and the repurchase mandate passed at the last annual general meeting were further refreshed by the Shareholders granting an issue mandate and repurchase mandate at the extraordinary general meeting of the Company on 21 August 2015.

LETTER FROM THE BOARD

At the extraordinary general meeting of the Company held on 21 August 2015, the Shareholders approved, among other things, ordinary resolutions to grant to the Directors: (i) an issue mandate pursuant to which the Directors were authorised to allot, issue and deal with up to 1,447,278,106 new Shares, representing 20% of the then issued share capital of the Company (i.e. 7,236,390,530 Shares) and the extension of the issue mandate to include any Shares repurchased by the Company under the repurchase mandate; and (ii) the 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 extraordinary general meeting of the Company on 21 August 2015.

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 placing on 10 November 2015 and 4 February 2016 respectively. The placing utilized in aggregate approximately 96.73% of the issue mandate.

At the extraordinary general meeting of the Company held on 14 March 2016, the Shareholders approved, among other things, an ordinary resolution to grant the Directors a mandate to issue, allot and deal with up to 1,727,278,106 Shares, which is equivalent to 20% of the then issued share capital of the Company as at the date of passing that resolution.

As announced by the Company on 31 March 2016, the Company, Gauteng Focus Limited, a direct wholly-owned subsidiary of the Company and the vendors entered into the sale and purchase agreement (the “**Agreement**”) in relation to acquiring sale shares of Next Concept International Investment Limited from certain vendors at a consideration of HK\$1,101,600,000 to be satisfied by (i) as to HK\$771,120,000 by procuring the Company to issue and allot 1,512,000,000 Shares at issue price of HK\$0.51 per consideration share (“**Consideration Shares**”) to the vendors in proportion to their respective interests in the sale shares upon completion; and (ii) by issue of the promissory notes by the Company to the vendors in proportion to their respective interests in the sale shares upon completion. Completion of the acquisition and the issue of Consideration Shares were completed on 7 April 2016 and utilized in aggregate approximately 87.54% of the existing issue mandate.

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

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

LETTER FROM THE BOARD

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

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

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

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

4. AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular. The AGM will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Tuesday, 31 May 2016 at 10:00 a.m., for the purpose of considering and, if thought fit, approving the resolutions as set out therein.

LETTER FROM THE BOARD

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

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

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

5. RESPONSIBILITY OF THE DIRECTORS

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

6. RECOMMENDATION

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

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

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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

EXECUTIVE DIRECTORS

Ms. Yang Xiaoying (“**Ms. Yang**”), aged 48, joined the Company on 26 August 2014. She studied and obtained her Bachelors’ degree in Computer Science in the University of Electronic Science & Technology of China (電子科技大學) in the PRC and EMBA in China Europe International Business School (中歐國際工商學院). She has 27 years of experience in sales and marketing, business development, operations as well as consulting in the IT industry. She currently is an independent non-executive director of Digital China Information Service Company Limited, which is listed on the Shenzhen Stock Exchange (stock code: 000555.SZ). Before joining the Company as an executive Director, Ms. Yang was Vice President of Oracle Customer Services, Greater China of Oracle (China) Software Systems Co., Ltd. from February 2006 to April 2014.

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

Ms. Yang has entered into a service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. She is entitled to a monthly remuneration of HK\$104,167 per month and the Company will bear the salaries tax arises from this service contract in Hong Kong by her, which was determined with reference to her experience and the amount of time spent in the affairs of the Company.

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

As at the Latest Practicable Date, Ms. Yang has an interest in 210,000,000 shares of the Company, through a company which is beneficially owned as to 90% by Ms. Yang and share option of the Company exercisable into 60,000,000 shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. Tsang To (“**Mr. Tsang**”), aged 40, joined the Company on 27 February 2014. He is a partner of a PRC law firm. Mr. Tsang holds a bachelor’s degree in laws from Xiamen University (廈門大學) and a master’s degree in laws from the University of London. He is admitted as a solicitor to the High Court of Hong Kong as well as a PRC qualified lawyer. Mr. Tsang is currently an independent director of THT Heat Transfer Technology, Inc. (Stock Code: THTI), a company listed on the NASDAQ Stock Market and formerly an executive director of Enterprise Development Holdings Limited (stock code: 1808), a company listed on the Stock Exchange.

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

No service contract has been entered into between Mr. Tsang and the Company. Mr. Tsang has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. he is entitled to a monthly basic salary of HK\$30,000, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

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

As of the Latest Practicable Date, he is interested in the share options of the Company exercisable into 20,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above or as set out in the Company’s annual report 2015, the above retiring Directors confirm that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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

SHARE CAPITAL

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

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. As compared with the position of the Company in its financial statements for the year ended 31 December 2015 (being the most recent published audited accounts), the Directors consider that there might be an immaterial adverse impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

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

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. King Pak Fu, the controlling shareholder of the Company, through his wholly and beneficially owned companies, Mystery Idea Limited 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 52.06% 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 52.06% to approximately 57.85% 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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		
April	0.488A	0.240A
May	0.710A	0.405A
June	0.725A	0.560A
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	0.580	0.440
February	0.580	0.470
March	0.600	0.510
April (up to the Latest Practicable Date)	0.600	0.510

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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

GENERAL

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

As at the Latest Practicable Date, no 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 Repurchase Mandate is approved by the Shareholders.

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

NOTICE OF ANNUAL GENERAL MEETING



RENTIAN TECHNOLOGY HOLDINGS LIMITED

仁天科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00885)

NOTICE IS HEREBY GIVEN that the annual general meeting of Rentian Technology Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Tuesday, 31 May 2016 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the reports of the directors and auditors of the Company for the year ended 31 December 2015.
2. To re-elect Ms. Yang Xiaoying as an executive Director of the Company.
3. To re-elect Mr. Tsang To as an executive Director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the Directors.
5. To re-appoint Messrs. Mazars CPA Limited as auditor of the Company and its subsidiaries and authorize the board of directors of the Company to fix their remuneration.

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

ORDINARY RESOLUTIONS

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

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earlier of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking and varying the authority set out in this resolution.”
8. “**THAT** conditional upon the passing of Resolutions numbered 6 and 7 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 6 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate nominal amount of the Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 7 above, provided that such amount of Shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

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

Hong Kong, 29 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

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

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