
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 GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;**
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 10:30 a.m. on Monday, 29 June 2020 at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong (“AGM”) (or any adjournment thereof) is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In compliance with the Hong Kong Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement the following precautionary measures at the AGM including, without limitation:

- compulsory body temperature screening;
- wearing of surgical face masks;
- no distribution of corporate gift or refreshment;
- mandatory health declaration — anyone subject to the Hong Kong Government’s prescribed quarantine or who has travelled overseas within 14 days immediately before the date of the AGM will be denied entry into the AGM venue; and
- appropriate seating arrangement in line with the guidance from the Hong Kong Government will be made.

The Company strongly advises shareholders of the Company to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person. Shareholders of the Company are advised to read page (ii) of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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PRECAUTIONARY MEASURES FOR THE AGM

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health ("CHP") on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the "Stakeholders") which include without limitation:

- (1) Every attendee **will be required to wear a surgical face mask** throughout the AGM and inside the AGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the AGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person which exhibits any flu-like symptoms may be denied entry to the AGM venue or be required to promptly leave the AGM venue.
- (3) **No refreshment will be served, and there will be no corporate gift.**
- (4) Attendees may be asked (i) if he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; AND (ii) if he/she is subject to any Hong Kong Government prescribed quarantine requirement. Any person who responds positively to any of these questions will be denied entry into the AGM venue.
- (5) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the AGM venue in line with the guidance from the Hong Kong Government will be made.
- (7) **In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and reminds shareholders of the Company (the "Shareholders") that physical attendance in the AGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person.**
- (8) **Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
- (9) Health education materials and up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

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 10:30 a.m. on Monday, 29 June 2020 at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Rentian Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to Directors to exercise all the powers of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 9 in the notice convening the AGM
“Latest Practicable Date”	11 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase the fully paid-up Shares up to 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 10 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

Reference to time and dates in this circular are to Hong Kong time and dates.

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:

Mr. Qian Feng
Mr. Li Xiaoguang

Registered office:

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

Independent Non-executive Directors:

Mr. Chin Hon Siang
Mr. Chan Tsang Mo
Mr. Su Jiang

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

Flat B, 11/F
Hing Lung Commercial Building
68-74 Bonham Strand
Sheung Wan, Hong Kong

15 May 2020

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS; AND
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES**

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 proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, and to give you notice of the AGM.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

As at Latest Practicable Date, the Board consisted of five Directors, namely Mr. Qian Feng and Mr. Li Xiaoguang, being the executive Directors, and Mr. Chin Hon Siang, Mr. Chan Tsang Mo and Mr. Su Jiang, being the independent non-executive Directors.

According to Article 99 of the Articles, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on or as an addition to the Board. Any Director so appointed shall hold office until the first general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.

Mr. Qian Feng and Mr. Li Xiaoguang were appointed as executive Directors on 11 November 2019 and 29 April 2020 respectively, and Mr. Chan Tsang Mo and Mr. Su Jiang were appointed as independent non-executive Directors on 16 March 2020 and 29 April 2020 respectively. Each of them is subject to retirement and re-election at the AGM pursuant to Article 99 of the Articles and, being eligible, offers himself for re-election.

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

Accordingly, Mr. Chin Hon Siang will retire and, being eligible, offers himself for re-election as Director at the AGM.

LETTER FROM THE BOARD

Brief biographical and other details of the retiring Directors offering themselves for re-election, which are required to be disclosed under the Listing Rules, are set out in Appendix I to this circular.

The Nomination Committee has reviewed the biographical information of the retiring Directors and considered that the re-election of each of Mr. Chin Hon Siang, Mr. Chan Tsang Mo and Mr. Su Jiang as independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole by taking into accounts that Mr. Chin Hon Siang has extensive experience in external auditing, merger and acquisition and corporate finance, Mr. Chan Tsang Mo has extensive experience of in finance, accounting and treasury, and Mr. Su Jiang has extensive experience in securities dealing, corporate finance and investment management industry, their working profile and other perspectives, skills and experience are set out in Appendix I to this circular. The Nomination Committee is satisfied that each of Mr. Chin Hon Siang, Mr. Chan Tsang Mo and Mr. Su Jiang has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Mr. Chin Hon Siang, Mr. Chan Tsang Mo and Mr. Su Jiang possess the perspectives, skills and experiences that can bring to the Board and ensure diversity in the composition of the Board.

The Nomination Committee has also assessed the independence of each of Mr. Chin Hon Siang, Mr. Chan Tsang Mo and Mr. Su Jiang based on reviewing their annual written confirmations of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the AGM.

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the Issue Mandate to enable the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 11,022,580,530. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed Issue Mandate is 2,204,516,106.

LETTER FROM THE BOARD

Ordinary resolutions will also be proposed at the AGM for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the relevant resolution and to extend the Issue Mandate by an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate to cover Shares repurchased by the Company.

As at the Latest Practicable Date, the aggregate number of Shares in issue was 11,022,580,530. Accordingly, subject to the passing of the relevant resolution and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 1,102,258,053 Shares.

The Issue Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the AGM; (b) at the end of the period within which the Company is required by applicable laws or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Company in a general meeting prior to the next annual general meeting following the AGM, whichever is the earliest.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate (if granted).

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

4. AGM

A notice convening the AGM is set out on pages AGM-1 to AGM-5 of this circular. The AGM will be held at 10:30 a.m. on Monday, 29 June 2020 at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong 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 AGM, 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 54, 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 appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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, the Directors confirmed that no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Your attention is drawn to the 'Precautionary Measures for the AGM' as set out in this circular.

5. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of Shares accompanied by the relevant shares certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m on Monday, 22 June 2020.

6. RESPONSIBILITY OF THE DIRECTORS

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

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board considers that the proposed resolutions in relation to the re-election of retiring Directors, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate 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 the relevant resolutions set out in the notice of the AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information as set out in Appendix I and Appendix II to this circular.

9. MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully,

For and on behalf of the Board

Rentian Technology Holdings Limited

Qian Feng

Executive Director

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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

EXECUTIVE DIRECTORS

Mr. Qian Feng (錢楓先生) (“Mr. Qian”), aged 39, was appointed as an executive Director on 11 November 2019. He also holds directorships in several subsidiaries of the Company. Mr. Qian was rewarded Master of Economics from The School of Finance of the Renmin University of China (中國人民大學財政金融學院) in 2008. He has more than 17 years of experience in banking industry in China. Prior to joining the Company, Mr. Qian was the Assistant to Branch Manager and the Member of Party Committee of the Bank of Jiangsu Beijing Branch.

Mr. Qian has entered into a service contract with the Company for the appointment as an executive Director for a term of three years with effect from 11 November 2019. Either party has the right to terminate the appointment by giving not less than one month’s written notice to the other party. He is subject to re-election at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company at least once in every three years pursuant to the Articles and the Corporate Governance Code under Appendix 14 to the Listing Rules (the “**CG Code**”). Mr. Qian is entitled to (i) a director’s remuneration of HK\$1,500,000 per annum, which is determined with reference to his duties, responsibilities, the Company’s remuneration policy, the prevailing market conditions and the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”); and (ii) discretionary bonus, which shall be determined based on the Company’s financial results and his individual performance.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qian did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Qian.

**APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Mr. Li Xiaoguang (李小廣) (“Mr. Li”), aged 40, was appointed as an executive Director on 29 April 2020. Mr. Li joined the Group in July 2016 and currently serves as the vice chairman, director and general manager of Guangzhou Wealth-Depot Logistics Technology Company Limited* (廣州大庫工業設備有限公司), a subsidiary of the Company. He has over 15 years of sales and management experience in the logistics equipment and logistics automation industry. Prior to joining the Group, Mr. Li worked in logistics equipment and system integration companies such as Meigulong Metal Products (China) Co., Ltd., Tonley Group Co., Ltd., Wap Intelligence Storage Equipment (Shanghai) Corp., Ltd. and Shenzhen Clou Electronics Co., Ltd. Mr. Li is now studying an Executive Master of Business Administration programme in Business School Netherlands.

Mr. Li has entered into a service contract with the Company for the appointment as an executive Director for a term of one year with effect from 29 April 2020. Either party has the right to terminate the appointment by giving not less than one month’s written notice to the other party. He is subject to re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company at least once in every three years pursuant to the Articles and the CG Code. Mr. Li is entitled to (i) a director’s remuneration of HK\$800,000 per annum, which is determined with reference to his duties, responsibilities, and the prevailing market conditions and (ii) discretionary bonus, which shall be determined based on the Company’s financial results and his individual performance.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Li.

* *For identification purpose only*

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chin Hon Siang (陳鴻先) (“Mr. Chin”), aged 50, was appointed as an independent non-executive Director with effect from 14 October 2015. Mr. Chin is also the chairman of each of the audit committee of the Company (the “**Audit Committee**”), the Nomination Committee and the Remuneration Committee. He holds a Bachelor of Commerce Degree from Monash University, Australia. Mr. Chin is a member of CPA Australia. He has over 20 years of experience in external auditing, merger and acquisition and corporate finance.

Mr. Chin is currently an independent non-executive director of Pine Capital Group Limited, a company listed on the Catalist Board of the Singapore Exchange (stock code: ADJ.SI). He had also served as an independent non-executive director of Blockchain Group Company Limited (Stock Code: 00364), a company incorporated in the Cayman Islands and principally engaged in the manufacture and sale of raw teas, refined teas and other related products in the People’s Republic of China, the shares of which are listed on the Main Board of the Stock Exchange (“**Blockchain**”), from July 2016 to July 2018. Blockchain was ordered to be wound up by the High Court of Hong Kong in HCCW 118/2018 on 19 November 2018 for failure to settle the sum of HK\$51,900,000 plus the accrued interest thereof, being the alleged outstanding amount owed by Blockchain to Great Vantage Investments Limited. As disclosed in the announcement of Blockchain dated 18 February 2020, a debt restructuring would be implemented if all parties can reach an agreement on the definitive terms and conditions of a definitive agreement in respect of the restructuring of Blockchain and its subsidiaries, which is subject to the approval of the relevant court(s) and/or relevant authorities (if necessary), by 18 May 2020. Mr. Chin confirmed that he has no personal involvement in the winding-up case or the relevant claim against Blockchain. He served as the Chief Financial Officer of Asia Green Agriculture Corp, a company formerly listed on the Over-the-Counter Bulletin Board in the United States of America (stock code: AGAC), from September 2012 to August 2015, the Chief Finance Manager of Dukang Distillers Holdings Limited, a company listed on Singapore Exchange (stock code: GJ8.SI) and Taiwan Stock Exchange Corporation (stock code: 911616.TW), from May 2010 to March 2012 and the Chief Financial Officer of United Food Holdings Limited, a company listed on Singapore Exchange (stock code: AZR.SI), from September 2002 to April 2010.

No service agreement has been entered into between Mr. Chin and the Company. Mr. Chin has no fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meetings of the Company at least once in every three years pursuant to the Articles and the CG Code. Mr. Chin is entitled to a director’s fee of HK\$240,000 per annum which is determined with reference to his duties, responsibilities, the Company’s remuneration policy, the prevailing market conditions and the recommendation of the Remuneration Committee.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Save as disclosed above, as at the Latest Practicable Date, Mr. Chin did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chin.

Mr. Chan Tsang Mo (陳增武) (“Mr. Chan”), aged 35, was appointed as an independent non-executive Director with effect from 16 March 2020. Mr. Chan is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. He has over 10 years of finance, accounting and treasury experience. Mr. Chan assumed various positions in professional accounting and financial firms. He worked as a senior auditor of RSM Nelson Wheeler from December 2009 to January 2011, as a supervisor in the corporate services division of Intertrust Resources Management Limited from June 2011 to June 2013, and as an accounting manager of Reignwood International Investment (Group) Co., Ltd. from October 2013 to April 2016. Mr. Chan served as an executive director of Ares Asia Limited (stock code: 645) from June 2014 to March 2016, shares of which are listed on the Main Board of the Stock Exchange. He served as the financial controller of Wan Cheng Metal Packaging Company Limited (stock code: 8291) from May 2016 to October 2017, shares of which are listed on GEM of the Stock Exchange. He has served as an independent non-executive director of each of Geotech Holdings Ltd. (stock code: 1707) and Hong Kong Finance Investment Holding Group Limited (stock code: 7), since January 2019 and February 2019 respectively. The shares of both companies are listed on the Main Board of the Stock Exchange. Mr. Chan is currently the director of Morton CPA & Co., Morton Professional Services Limited and Synergy Morton Corporate Services Limited.

Mr. Chan has been admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2010 and currently a practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan graduated from the City University of Hong Kong with a Bachelor of Business Administration degree in Accountancy in November 2006.

**APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Mr. Chan has signed a letter of appointment issued by the Company for the appointment as an independent non-executive Director for a term of one year with effect from 16 March 2020. Either party has the right to terminate the appointment by giving not less than three months' written notice to the other party. He is subject to re-election at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company at least once in every three years pursuant to the Articles and the CG Code. Mr. Chan is entitled to a director's fee of HK\$240,000 per annum which is determined with reference to his duties, responsibilities, and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chan.

Mr. Su Jiang (蘇江) ("Mr. Su"), aged 55, was appointed as an independent non-executive Director with effect from 29 April 2020. Mr. Su is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. He has over 25 years' experience in the securities dealing, corporate finance and investment management industry. He has served management position in several securities firms and investment management companies. Mr. Su obtained a master degree of economic management from Wuhan University in June 1993.

Mr. Su has signed a letter of appointment issued by the Company for the appointment as an independent non-executive Director for a term of one year with effect from 29 April 2020. Either party has the right to terminate the appointment by giving not less than three months' written notice to the other party. He is subject to re-election at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company at least once

**APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

in every three years pursuant to the Articles and the CG Code. Mr. Su is entitled to a director's fee of HK\$240,000 per annum which is determined with reference to his duties, responsibilities, and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Su did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Su.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 11,022,580,530. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis of 11,022,580,530 Shares in issue and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,102,258,053 Shares, being 10% of the number of issued Shares 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 for the Directors to have 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 of the Company at the time, lead to an enhancement of the net assets value per Share 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. On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2019, being the date to which the most recent published audited accounts of the Company were made up. However, 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 requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of the Cayman Islands, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 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 is deemed to be interested in 4,536,700,000 Shares under the SFO, in which (i) 327,550,000 Shares are held by him; (ii) 43,320,000 Shares are held through Better Joint Venture Limited; (iii) 2,701,170,000 Shares are held through Mystery Idea Limited; (iv) 9,000,000 Shares are held through Ever Success Ventures Limited; and (v) 1,455,660,000 Shares are held through Swift Fortune Investments Limited, representing in aggregate approximately 41.16% of the Company's issued share capital. Each of Better Joint Venture Limited, Mystery Idea Limited and Ever Success Ventures Limited is wholly-owned by Mr. King Pak Fu and Swift Fortune Investments Limited is wholly-owned by Carnival Group International Holdings Limited, which in turn is indirectly owned as to approximately 31.12% by Mr. King Pak Fu. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the attributable interest of Mr. King Pak Fu would be increased from approximately 41.16% to approximately 45.73% of the issued share capital of the

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Company. As a result, Mr. King Pak Fu is required to make a mandatory offer under Rule 26 of the Takeovers Code. However, The Company has no present intention to repurchase Shares to such extent as to result in the obligation to make a general offer under the Takeovers Code will be triggered and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by 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 and including the Latest Practicable Date are as follows:

	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
May	0.020	0.014
June	0.015	0.010
July	0.021	0.010
August	0.017	0.012
September	0.020	0.012
October	0.015	0.013
November	0.014	0.012
December	0.013	0.011
2020		
January	0.013	0.011
February	0.014	0.010
March	0.012	0.010
April	0.010	0.010
May (up to and including the Latest Practicable Date)	0.010	0.010

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the previous six months up to 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 close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders at the AGM and is exercised.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company has 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 they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

NOTICE OF AGM



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 annual general meeting (“**Annual General Meeting**”) of Rentian Technology Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Monday, 29 June 2020 at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong to consider and, if thought fit, transact the following ordinary businesses:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and auditor of the Company for the year ended 31 December 2019.
2. To re-elect Mr. Qian Feng as a Director.
3. To re-elect Mr. Li Xiaoguang as a Director.
4. To re-elect Mr. Chin Hon Siang as a Director.
5. To re-elect Mr. Chan Tsang Mo as a Director.
6. To re-elect Mr. Su Jiang as a Director.
7. To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
8. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.

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

* For identification purpose only

NOTICE OF AGM

ORDINARY RESOLUTIONS

9. “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 “**Stock Exchange**”) the exercise by the 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 share 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;
- (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) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate number of Shares 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 exceeding 20 per cent. of the total number of issued Shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; 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.

“**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).”

10. “**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 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;

NOTICE OF AGM

- (c) the total number of 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 per cent. of the total number of the issued Shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the 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 to be held by the articles of association of the Company or any applicable laws; or
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
11. “**THAT** conditional upon the passing of Resolutions numbered 9 and 10 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 9 above of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 10 above, provided that such amount of Shares so repurchased by the Company shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of passing of this resolution.”

By order of the Board
Rentian Technology Holdings Limited
Qian Feng
Executive Director

Hong Kong, 15 May 2020

NOTICE OF AGM

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 Annual General Meeting. A member who is the holder of two or more Shares 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 notorially certified copy thereof must be lodged at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
- (5) Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to exclusion of the votes of the other joint holders.
- (6) In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the Annual General Meeting. Shareholders of the Company are advised to read page (ii) of the circular of the Company dated 15 May 2020 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (7) In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises shareholders of the Company to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the Annual General Meeting in person.
- (8) In case the venue is being closed on the date of the Annual General Meeting due to COVID-19, the Annual General Meeting shall stand adjourned to the same day in the next week or at such other time and place as the chairman of the Annual General Meeting may determine. The Company will post an announcement on the Stock Exchange and the Company's website notifying shareholders of the Company of the date, time and place of the adjourned meeting.
- (9) References to time and dates in this notice are to Hong Kong time and dates.

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

Executive Directors

Mr. Qian Feng
Mr. Li Xiaoguang

Independent Non-executive Directors

Mr. Chin Hon Siang
Mr. Chan Tsang Mo
Mr. Su Jiang