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Renrui Human Resources Technology Holdings Limited

人瑞人才科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6919)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Renrui Human Resources Technology Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (the “**Proposed Amendments**”) to the amended and restated memorandum and articles of association of the Company (the “**Articles**”) in order to, among other things, (i) bring the Articles in line with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules, (ii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules, and (iii) make certain house-keeping changes, and to adopt a set of new memorandum and articles of association of the Company incorporating the Proposed Amendments.

Major changes brought about by the Proposed Amendments include, among other things, the following:

1. to update the definition of the “Companies Law” to bring it in line with the latest Companies Act of the Cayman Islands;
2. to delete the provision in relation to the Company’s purchase or redemption of its shares not made through the market or by tender;

3. to provide that the Company shall hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company's financial year;
4. to provide that all shareholders of the Company (the "**Shareholders**") shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, under the Listing Rules, to abstain from voting to approve the matter under consideration;
5. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting;
6. to provide that notice from the Shareholder to propose a person for election as a Director and notice signed by that person of his willingness to be elected shall be lodged with the Company no later than 15 business days prior to the date of the general meeting at which the election to be made;
7. to clarify that the appointment, removal and remuneration of auditors shall be approved by ordinary resolution at a general meeting;
8. to provide that a member shall be entitled to have notice served on him whether or not his registered address is in Hong Kong;
9. to provide that the Company may by special resolution approve voluntary winding up of the Company;
10. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise prescribed by the Directors; and
11. to provide other minor amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments and the adoption of the new memorandum and articles of association of the Company are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**"), and will become effective upon approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Renrui Human Resources Technology Holdings Limited
Zhang Jianguo
Chairman and Chief Executive Officer

The PRC, 30 March 2022

As at the date of this announcement, the Board comprises Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei as executive Directors; Mr. Chen Rui and Mr. Chow Siu Lui as non-executive Directors; and Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu as independent non-executive Directors.