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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO THE MAJOR TRANSACTION OF ACQUISITION OF THE EQUITY INTERESTS IN THE TARGET COMPANY

References are made to the announcement of Renrui Human Resources Technology Holdings Limited (the “**Company**”) dated 8 March 2022 (the “**Announcement**”) in relation to, among other things, the Acquisition, which constitutes a major transaction of the Company and announcements of the Company dated 30 March 2022, 6 May 2022 and 16 May 2022 in relation to delay in despatch of the Circular (collectively, the “**Delay Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement and the Delay Announcements.

As disclosed in the Announcement, pursuant to the Sale and Purchase Agreement, payment of the Second Instalment is subject to the fulfillment or waiver of the Second Instalment Conditions Precedent, including but not limited to despatch of the Circular (containing an accountants’ report of the Target Company) and completion of relevant registration and/or filings at the competent local branch of the SAMR. The Purchaser may elect to terminate the Sale and Purchase Agreement before completion of the Acquisition by notice in writing if, among others, the Second Instalment Conditions Precedent have not been fulfilled or waived within 90 days after the First Completion Date (being 8 March 2022) (the “**Purchaser Termination Condition**”), and the Seller may elect to terminate the Sale and Purchase Agreement before completion of the Acquisition by notice in writing if, among others, the Second Instalment Conditions Precedent have not been fulfilled within 90 days after the First Completion Date by reason of the Purchaser (the “**Seller Termination Condition**”).

As disclosed in the Delay Announcements, due to the large-scale social distancing and lockdown measures in place in Shanghai (being the city where both the Target Company and the Reporting Accountants are located) and Shenyang (being the city where finance team of the Target Company is located) since late March 2022 with a view to combatting COVID-19 pandemic, the Reporting Accountants have experienced unexpected delay in carrying out audit work on the Target Group, leading to delay in finalizing the information to be included in the Circular, including but not limited to, the audited financial information of the Target Group and the unaudited pro-forma financial information of the Enlarged Group. In addition, it takes longer time than expected to complete relevant registration and/or filings at the competent local branch of the SAMR given the suspension of municipal services and city-wide transport shutdown in Shanghai and Shenyang.

In light of the above, on 2 June 2022, the Purchaser and the Seller entered into a supplemental agreement to the Sale and Purchase Agreement, pursuant to which the parties have agreed to make the following amendments to the Sale and Purchase Agreement (the “**Amendments**”) to allow additional time for the fulfillment of the Second Instalment Conditions Precedent:

- (i) the Purchaser Termination Condition is deleted and replaced in its entirety by “the Purchaser may elect to terminate the Sale and Purchase Agreement before completion of the Acquisition by notice in writing if, among others, the Second Instalment Conditions Precedent have not been fulfilled or waived by 31 July 2022 after the First Completion Date”; and
- (ii) the Seller Termination Condition is deleted and replaced in its entirety by “the Seller may elect to terminate the Sale and Purchase Agreement before completion of the Acquisition by notice in writing if, among others, the Second Instalment Conditions Precedent have not been fulfilled by 31 July 2022 after the First Completion Date by reason of the Purchaser”.

Save for the Amendments, all the other terms and conditions of the Sale and Purchase Agreement remain unchanged and shall continue in full force and effect in all respects.

The Acquisition is subject to the fulfillment (or, as the case may be, waiver) of conditions. As the Acquisition may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

The PRC, 2 June 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.