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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ruihe Data Technology Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Ruihe Data Technology Holdings Limited
瑞和數智科技控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3680)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF THE DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 19/F, West Block, Skyworth Semiconductor Design Building, 18 Gaoxin South 4th Road, Nanshan District, Shenzhen, the PRC on Monday, 20 May 2024 at 2:30 p.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the 2024 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.datamargin.com).

Whether or not you are able to attend the 2024 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2024 AGM (i.e. not later than 2:30 p.m. on Saturday, 18 May 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjournment or postponement thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

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

24 April 2024

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DEFINITIONS

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

“2024 AGM”	an annual general meeting of the Company to be held at 19/F, West Block, Skyworth Semiconductor Design Building, 18 Gaoxin South 4th Road, Nanshan District, Shenzhen, the PRC on Monday, 20 May 2024 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Ruihe Data 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 meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	17 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Memorandum”	the memorandum of association of the Company, as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region and Taiwan);
“Remuneration Committee”	the remuneration committee of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Shareholder(s)”	holder(s) of Share(s);
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

* *The English translations of the PRC entities, enterprises and organisation in this circular are marked with * and are for identification purposes only.*

LETTER FROM THE BOARD

Ruihe Data Technology Holdings Limited

瑞和數智科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3680)

Executive Directors:

Mr. Xue Shouguang (*Chairman of the Board
and Chief Executive Officer*)

Ms. Zhao Yiqing

Mr. Fei Xiang

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive-Directors:

Dr. Wu Fu-Shea

Mr. Wu Xiaohua

Mr. Chen Zhenping

Principal Place of

business in the PRC:

Room 4101, 41st Floor, Building 2

Euro-American Financial City

Cangqian Street, Yuhang District

Hangzhou City, Zhejiang Province

the PRC

Independent Non-executive Directors:

Mr. Yang Haifeng

Dr. Jin Yong

Dr. Tian Yu

Principal Place of

business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

24 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF THE DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2024 AGM for, among other matters, (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) the re-appointment of the auditor of the Company.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 25 May 2023, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares.

Ordinary resolutions will be proposed at the 2024 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 66,086,803 Shares on the basis that the existing issued share capital of the Company of 660,868,036 Shares remains unchanged as at the date of the 2024 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 132,173,607 Shares on the basis that the existing issued share capital of the Company of 660,868,036 Shares remains unchanged as at the date of the 2024 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2024 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 11 and 12 of the notice of the 2024 AGM as set out on pages 22 to 26 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, Mr. Xue Shouguang, Ms. Zhao Yiqing, Mr. Fei Xiang (who were appointed as Directors with effect from 18 July 2023), Dr. Jin Yong and Dr. Tian Yu (who were appointed as Directors with effect from 14 March 2024) shall hold office until the 2024 AGM and subject to re-election at the 2024 AGM. Pursuant to Article 84 of the Articles of Association, Mr. Chen Zhenping and Mr. Yang Haifeng shall retire by rotation at the 2024 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2024 AGM.

LETTER FROM THE BOARD

Mr. Yang Haifeng, Dr. Jin Yong and Dr. Tian Yu, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy, the Company's corporate strategies, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the 2024 AGM. The Board considers that the retiring independent non-executive Directors (i) are independent according to the independence guidelines set out in Rule 3.13 of the Listing Rules; (ii) can devote sufficient time and attention to the Board and the Company's affairs, given good attendance record to meetings; and/or (iii) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board is of the view that Mr. Yang's over 20 years of experience in financial auditing, Dr. Jin's knowledge in financial technology, artificial intelligence and quantitative analysis, and Dr. Tian's extensive experience in working with leading financial institutions in the PRC will contribute to the diversity of the Board.

Therefore, with the recommendation of the Nomination Committee, the Board proposes that all the retiring Directors, namely Mr. Xue Shouguang, Ms. Zhao Yiqing, Mr. Fei Xiang, Mr. Chen Zhenping, Mr. Yang Haifeng, Dr. Jin Yong and Dr. Tian Yu, stand for re-election as Directors at the 2024 AGM.

Details of the Directors to be re-elected at the 2024 AGM are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF AUDITOR

Pursuant to Article 152(1) of the Articles of Association, ZHONGHUI ANDA CPA Limited will retire as the auditor of the Company at the 2024 AGM and, being eligible, offer themselves for re-appointment.

The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

5. 2024 AGM AND PROXY ARRANGEMENT

The notice of the 2024 AGM is set out on pages 22 to 26 of this circular. At the 2024 AGM, resolutions will be proposed to approve the aforementioned resolutions.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2024 AGM. An announcement on the poll vote results will be made by the Company after the 2024 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the 2024 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.datamargin.com). Whether or not you are able to attend the 2024 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2024 AGM (i.e. not later than 2:30 p.m. on Saturday, 18 May 2024) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2024 AGM or any adjournment or postponement thereof (as the case may be) should you so desire and in such event, your proxy form shall be deemed to be revoked.

To the best of the Directors' 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 2024 AGM.

6. RECOMMENDATION

The Directors consider that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2024 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Buyback Mandate; and Appendix II – Details of the Directors Proposed to be Re-elected at the 2024 AGM.

8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By Order of the Board
Ruihe Data Technology Holdings Limited
Xue Shouguang
Chairman of the Board

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2024 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 660,868,036 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the 2024 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2024 AGM, i.e. being 660,868,036 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 66,086,803 Shares, representing 10% of the total number of Shares in issue as at the date of the 2024 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback 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 which in the opinion of the Directors are from time to time befitting the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, according to the disclosure of interest published on the website of the Stock Exchange, (i) Mr. Xue Shouguang, also a Director was interested or deemed to be interested in 104,000,000 Shares (representing approximately 15.74% of the total issued share capital of the Company) through his shareholding in Treasure Tree Asia Holdings Co. LTD ("**Treasure Tree**"), which was 83.3% controlled by Mr. Xue; and (ii) Mr. Wang Donglin, 深圳市高盛達旅遊汽車服務有限公司 (Shenzhen Gaoshengda Travelling and Car Services Company Limited) ("**Gaoshengda**") and Mindas Touch Global Limited ("**Mindas**") were interested or deemed to be interested in 70,003,840 Shares (representing approximately 10.59% of the total issued share capital of the Company).

On the basis that (i) the total issued share capital of the Company (being 660,868,036 Shares) remains unchanged as at the date of the 2024 AGM; and (ii) the interest or deemed interest of Mr. Xue Shouguang and Treasure Tree (being 104,000,000 issued Shares) and the interest or deemed interest of Mr. Wang Donglin, Gaoshengda and Mindas Touch in the Company (being 70,003,840 issued Shares) remain unchanged, immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2024 AGM, (a) the interest or deemed interest of Mr. Xue Shouguang and Treasure Tree would be increased to approximately 17.49% of the total issued share capital of the Company and (b) the interest or deemed interest of Mr. Wang Donglin, Gaoshengda and Mindas Touch would be increased to approximately 11.77%.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. However, the Listing Rules prohibit a company from making repurchase of Shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the Company's issued shares would be in public hands. The Directors therefore would not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

To the best knowledge of the Directors, neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	0.900	0.780
May	0.920	0.700
June	0.860	0.710
July	0.820	0.750
August	0.820	0.720
September	0.820	0.750
October	0.900	0.750
November	1.240	0.780
December	1.450	1.100
2024		
January	1.610	1.300
February	1.850	1.320
March	1.820	1.100
April (up to the Latest Practicable Date)	1.910	1.630

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2024 AGM according to the Articles of Association, are provided below.

(1) MR. XUE SHOUGUANG

Position and experience

Mr. Xue Shouguang (“**Mr. Xue**”), aged 53, is an executive Director, Chairman of the Board and Chief Executive Officer of the Company since 18 July 2023. He is also the chairman of the Nomination Committee. Mr. Xue obtained a certificate of completion of the Training Class for Chairmen of Leading Enterprises and Groups* (領跑企業與集團董事長研修班) from the Graduate School at Shenzhen, Tsinghua University* (清華大學深圳研究生院) in October 2014, and a certificate of senior management education* (高層管理教育證書) from Cheung Kong Graduate School of Business (長江商學院) in March 2018, majoring in executive management* (總裁高級管理).

Mr. Xue is experienced in investing in industries such as artificial intelligence, mining and energy, automobile, new materials and hardcore technology. He had assisted a number of listed companies with their capital and resource injection. Prior to joining the Group, he founded the Jinjiang City Qingyang Qingshan Coffee Shop* (晉江市青陽青山咖啡店) in 2004 and subsequently developed it into Qingshan Coffee* (青山咖啡) chain enterprise, and has been the chairman of Polish Green Holdings Limited* (寶樹集團有限公司) since January 2008.

Mr. Xue is an Economic Person of China Enterprise for the year 2020 (二零二零中國企業年度經濟人物) and currently serves as the standing vice chairman of the Entrepreneurs’ Club of the Chinese Entrepreneur Commerce Club (中企會企業家俱樂部) and the honorary chairman of the Beijing Fuzhou Enterprise Chamber of Commerce (北京福州企業商會).

Save as disclosed above, Mr. Xue has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Mr. Xue and the Company, his current term of office is 3 years from 18 July 2023, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, as at the Latest Practicable Date, Mr. Xue was 83.3% interested in Treasure Tree Asia Holdings Co. LTD, which held 104,000,000 Shares.

Save as disclosed above and in the immediately following section headed “Interests in Shares”, Mr. Xue does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xue was interested in 104,000,000 Shares, representing approximately 15.74% of the issued share capital of the Company. These Shares were held by Treasure Tree Asia Holdings Co. LTD, which was 83.3% controlled by Mr. Xue.

Save as disclosed above, Mr. Xue was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

Pursuant to the existing service agreement entered into between Mr. Xue and the Company, he is entitled to receive a remuneration of HK\$120,000 per annum. Mr. Xue may also be entitled to a discretionary bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Xue is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Xue’s experience, level of responsibilities undertaken, prevailing market conditions and the Company’s remuneration policy.

The Company has also entered into a service agreement of Chief Executive Officer with Mr. Xue for an initial term of three years commencing from 18 July 2023. Pursuant to the service agreement of Chief Executive Officer, Mr. Xue will be entitled to a remuneration of HK\$120,000 per annum and a discretionary bonus to be determined by the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Xue to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xue that need to be brought to the attention of the Shareholders.

(2) MS. ZHAO YIQING**Position and experience**

Ms. Zhao Yiqing (“**Ms. Zhao**”), aged 32, is an executive Director since 18 July 2023. She received her Master of Business Administration degree from University of Derby, the United Kingdom in September 2016 and is currently enrolled in the doctoral course of the Science and Technology Management Scholars Programme (科技管理學者項目) co-organised by Southern University of Science and Technology (南方科技大學) and Hong Kong Polytechnic University.

Ms. Zhao served as a director and a supervisor of Shanghai Ruihua Wealth Asset Management Co., Ltd. (上海銳華財富資產管理有限公司), partner and deputy general manager of Houyi Alumni Education Fund (厚益校友教育產業基金), vice president of strategic investment department of Jiayin Group Inc. (NASDAQ: JFIN), chairman of Hainan Jiaxin Investment Company Limited (海南嘉信投資有限公司), and established and served as a director and the general manager of Sichuan Development Industrial Investment Service Company Limited (四川發展產業投資服務有限公司).

Ms. Zhao is an experienced investor and has assisted several listed companies in financing, business expansion and industrial implementation. She served positions including the deputy secretary general of Peking University Post-EMBA Business School Alumni Association (北京大學後EMBA商學院校友會), the vice president of Big Data Industry Association in Shenzhen (深圳市大數據產業協會) and the vice chairman of Federation of Shenzhen Commerce (深圳市商業聯合會).

Save as disclosed above, Ms. Zhao has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Ms. Zhao and the Company, her current term of office is 3 years from 18 July 2023, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Ms. Zhao does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhao was interested in 23,740,000 Shares, representing approximately 3.59% of the issued share capital of the Company.

Save as disclosed above, Ms. Zhao was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service agreement entered into between Ms. Zhao and the Company, she is entitled to receive a remuneration of HK\$120,000 per annum. Ms. Zhao may also be entitled to a discretionary bonus as the Board may in its sole and absolute discretion determine. The above emolument of Ms. Zhao is recommended by the Remuneration Committee and approved by the Board with reference to Ms. Zhao's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Zhao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhao that need to be brought to the attention of the Shareholders.

(3) MR. FEI XIANG**Position and experience**

Mr. Fei Xiang ("Mr. Fei"), aged 44, is an executive Director. He was appointed as an independent non-executive Director on 18 July 2023 and re-designated to an executive Director on 8 January 2024. He is also a member of the Remuneration Committee. Mr. Fei has been pursuing a doctorate degree in management science and engineering at Nanjing University of Science and Technology (南京理工大學) since September 2014, majoring in management science and engineering, and obtained a Master of Business Administration for Senior Management degree (高級管理人員工商管理碩士學位) from the same university in July 2013. Mr. Fei obtained the qualification of senior economist in October 2013.

Mr. Fei has about 10 years of experience in corporate management and extensive industry experience and client resources in banking and fintech sectors. Prior to joining the Group, Mr. Fei had successively engaged in teaching or administrative work at Suzhou Light Industry Vocational University (蘇州輕工業職業大學), Suzhou Art & Design Technology Institute (蘇州工藝美術職業技術學院) and Taizhou Institute of Sci.&Tech., Nanjing University of Science and Technology (南京理工大學泰州科技學院) from September 1999 to September 2014. He had served as the deputy director of Jingjiang National Economic Development Zone (靖江國家經濟開發區), the standing vice president of Industrial Technology Research Institute of Jingjiang City (靖江市產業技術研究院), and the vice chairman of Taizhou Association for Science and Technology (泰州市科學技術協會) during the period from September 2014 to August 2016; he served as the deputy general manager of Guotai Jinfeng Equity Investment Fund Management (Shanghai) Co. Ltd. (國泰金楓股權投資基金管理(上海)有限公司) from September 2016 to December 2018; served at the Nanjing branch and the Zhenjiang branch of Ping An Bank Co., Ltd. (平安銀行股份有限公司) from March 2019 to January 2021 with his last position serving as the branch vice president; has been an executive director and the general manager of Jiangsu Yingyuhe Corporate Management Consultancy Co. Ltd. (江蘇盈與和企業管理諮詢有限責任公司) since March 2022; and has been an executive director of Huiyin Capital (Jiangsu) Co. Ltd. (輝銀資本(江蘇)有限公司) since May 2023.

Save as disclosed above, Mr. Fei has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Mr. Fei and the Company, his current term of office is 3 years from 8 January 2024, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Fei does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Fei was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service agreement entered into between Mr. Fei and the Company, he is entitled to receive a remuneration of HK\$120,000 per annum. Mr. Fei may also be entitled to a discretionary bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Fei is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Fei's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Fei to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Fei that need to be brought to the attention of the Shareholders.

(4) MR. CHEN ZHENPING**Position and experience**

Mr. Chen Zhenping ("Mr. Chen"), aged 47, is a non-executive Director. He was appointed as an executive Director on 1 March 2022 and re-designated as a non-executive Director on 4 November 2022. He is responsible for assisting in the overall formulation of business strategy of the Group. He received his bachelor's degree in engineering from Shandong Building Materials Technical Institute* (山東建築材料工業學院) (the predecessor of the University of Jinan* (濟南大學)) in the PRC in July 2000.

Mr. Chen has been engaging in new energy and technology investment for a long time while got depth understanding of the relevant fields as well. He has accumulated extensive investment experience in his field. Prior to joining the Group, he served as the vice president of the Southern China district of the metal and new material business unit of Amer International Group Limited (正威國際集團有限公司) from May 2008 to October 2019, where he participated in formulating the company's development plan, operating strategy and organizing the implementation to promote the achievement of company goals.

Save as disclosed above, Mr. Chen has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Mr. Chen and the Company, his current term of office is 3 years from 4 November 2022, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Chen does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was interested in 60,980,000 Shares, representing approximately 9.23% of the issued share capital of the Company.

Save as disclosed above, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service agreement entered into between Mr. Chen and the Company, he is entitled to receive a remuneration of HK\$120,000 per annum. Mr. Chen may also be entitled to a discretionary bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Chen is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Chen's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Chen to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(5) MR. YANG HAIFENG**Position and experience**

Mr. Yang Haifeng (“**Mr. Yang**”), aged 49, was appointed as an independent non-executive Director on 26 August 2022. He is responsible for overseeing the management of the Group independently. He is also the chairman of both the Audit Committee and the Remuneration Committee and a member of the Nomination Committee.

Mr. Yang graduated from Zhejiang University of Technology* (浙江工業大學) in January 2008 through distance learning with a major in accounting, and obtained a master degree in professional accounting from The Chinese University of Hong Kong in November 2018. He has been a member of the Chinese Institute of Certified Public Accountants since May 2004, and a fellow member of CPA Australia since September 2018.

Mr. Yang has extensive experience in auditing. Mr. Yang served in Linuo Group Co., Ltd.* (力諾集團股份有限公司) from August 2005 to February 2008 with his last position as a senior auditor, in the Shanghai branch of Tianhua Certified Public Accountants Co., Ltd.* (天華會計師事務所有限公司) from March 2008 to July 2009 with his last position as a senior manager, in the Shanghai branch of Jingdu Tianhua Certified Public Accountants Co., Ltd.* (京都天華會計師事務所有限公司) as a senior manager from August 2009 to August 2012, in the Shanghai branch of Ruihua Certified Public Accountants (Special General Partnership)* (瑞華會計師事務所(特殊普通合夥)) from September 2012 to April 2019 with his last position as a partner, and in the Shanghai Branch of ShineWing Certified Public Accountants (Special General Partnership)* (信永中和會計師事務所(特殊普通合夥)) as a partner since May 2019.

Save as disclosed above, Mr. Yang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Yang, his initial term of office is 1 year from 26 August 2022 and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Yang does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing letter of appointment entered into between Mr. Yang and the Company, he is entitled to receive a director's fee of HK\$120,000 per annum. Mr. Yang may also be entitled to a discretionary bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Yang is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Yang's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Yang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders.

(6) DR. JIN YONG**Position and experience**

Dr. Jin Yong (“**Dr. Jin**”), aged 36, was appointed as an independent non-executive Director on 14 March 2024. He is also a member of the Audit Committee and Nomination Committee. He received his Master's degree and Bachelor's degree in Risk Management Science from the Chinese University of Hong Kong in November 2012 and December 2010 respectively, and his Doctorate degree in Business Administration and Doctorate degree in quantitative Finance from the University of Florida in August 2016. Dr. Jin also holds a certificate in Financial Risk Management (FRM).

Dr. Jin served as an Assistant Professor at School of Accounting and Finance of the Hong Kong Polytechnic University from September 2016 to June 2022, and has been an Associate Professor since July 2022. He also holds the positions of Assistant Dean at the Faculty of Business of the Hong Kong Polytechnic University since July 2021, Deputy Program Director of the Doctor of Management (Hong Kong) since August 2021, Co-Director of the Centre for Economic Sustainability and Entrepreneurial Finance since June 2021, and Director of the Centre for Business Technology and Innovation since August 2023. Dr. Jin worked as a Quantitative Research Associate in the Strategy & Modeling Department at Morgan Stanley (New York), where he received the Morgan Stanley Financial Markets Excellence Award in 2015. During his doctoral studies, Dr. Jin served as a lecturer at the University of Florida's Warrington College of Business, where he received the Outstanding Teaching Award for doctoral students.

Dr. Jin has many years of teaching experience in international famous universities, has made great achievements in financial technology, artificial intelligence, quantitative analysis and other aspects, and has accumulated resources in related fields. He is able to transform academic achievements into practical applications, promote the transformation of scientific and technological achievements to the market, and help enterprises realize technological innovation and industrial upgrading and development. Dr. Jin has received the “Society for Information Systems Outstanding Youth Award”, the “Geneva International Invention Silver Award” and the “Internet + Gold Award”.

Save as disclosed above, Dr. Jin has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Dr. Jin, his initial term of office is 1 year from 14 March 2024 unless terminated by either party giving to the other not less than 3 months’ prior notice in writing to the other or by mutual agreement of both parties. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Dr. Jin does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Jin was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

Pursuant to the existing letter of appointment entered into between Dr. Jin and the Company, he is entitled to receive a director’s fee of HK\$60,000 per annum. Dr. Jin may also be entitled to a discretionary bonus as the Board may in its sole and absolute discretion determine. The above emolument of Dr. Jin is recommended by the Remuneration Committee and approved by the Board with reference to Dr. Jin’s experience, level of responsibilities undertaken, prevailing market conditions and the Company’s remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Dr. Jin to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Jin that need to be brought to the attention of the Shareholders.

(7) DR. TIAN YU**Position and experience**

Dr. Tian Yu (“**Dr. Tian**”), aged 59, was appointed as an independent non-executive Director on 14 March 2024. He is also a member of the Audit Committee and Remuneration Committee. He was a postdoctoral researcher in the field of business administration at Sun Yatsen University from October 2001 to July 2004. He received his doctoral degree from Zhongnan University of Economics and Law in June 2001, majoring in National Economics. He received his master’s degree in Business Administration from Zhongnan University of Economics in June 1998. He has participated in the CEO program at Cheung Kong Graduate School of Business, the CEO program at Shanghai International Finance Institute, the CEO program at China Europe International Business School and the CEO program at Centennial Union Medical and Health Industry.

Dr. Tian has been the president of Beijing Panmao Investment Management Co., Ltd.* (北京磐茂投資管理有限公司) since January 2019, which is the parent company of CPE, a Chinese asset management institute with global perspective and a successful track record in managing approximately RMB100 billion in assets. From May 2011 to December 2018, he served as the President of CITIC Private Equity Funds Management Co., Ltd.* (中信產業投資基金管理有限公司). From August 2008 to April 2011, he worked for China Life Insurance (Group) Company where he served as the assistant to the president and sales director. He served as Deputy General Manager of Guangdong Branch of China Life Insurance Company Limited from October 2005 to July 2008. From August 2001 to September 2005, he served as a member of the Party Committee and Secretary of the Discipline Inspection Commission at the Commissioner’s Office of the Ministry of Finance in Guangdong Province. From August 1985 to August 1998, he worked in Haikou Branch of China Construction Bank Corporation and served as president of Haikou Branch of China Construction Bank Corporation and Director of Science and Technology Department of Hainan Branch of China Construction Bank Corporation.

With an educational background in mathematics, philosophy, management, and economics, Dr. Tian also has many years of working experience in China’s leading financial institutions, and has accumulated rich resources of high net worth customers and high-quality industrial resources. He deeply understands the operation laws of investment and financing, and has profound insights into the development and strengthening of the science and technology industry.

Save as disclosed above, Dr. Tian has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Dr. Tian, his initial term of office is 1 year from 14 March 2024 unless terminated by either party giving to the other not less than 3 months' prior notice in writing to the other or by mutual agreement of both parties. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Dr. Tian does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Tian was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing letter of appointment entered into between Dr. Tian and the Company, he is entitled to receive a director's fee of HK\$120,000 per annum. Dr. Tian may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Dr. Tian is recommended by the Remuneration Committee and approved by the Board with reference to Dr. Tian's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Dr. Tian to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Tian that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2024 AGM

Ruihe Data Technology Holdings Limited **瑞和數智科技控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3680)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Ruihe Data Technology Holdings Limited (the “**Company**”) will be held at 19/F, West Block, Skyworth Semiconductor Design Building, 18 Gaoxin South 4th Road, Nanshan District, Shenzhen, the PRC on Monday, 20 May 2024 at 2:30 p.m. for the following purposes:

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2023;
2. To re-elect Mr. Xue Shouguang as an executive director of the Company;
3. To re-elect Ms. Zhao Yiqing as an executive director of the Company;
4. To re-elect Mr. Fei Xiang as an executive director of the Company;
5. To re-elect Mr. Chen Zhenping as a non-executive director of the Company;
6. To re-elect Mr. Yang Haifeng as an independent non-executive director of the Company;
7. To re-elect Dr. Jin Yong as an independent non-executive director of the Company;
8. To re-elect Dr. Tian Yu as an independent non-executive director of the Company;
9. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
10. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration;

NOTICE OF THE 2024 AGM

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) 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”;

NOTICE OF THE 2024 AGM

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF THE 2024 AGM

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)”; and

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 11 and 12 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 12 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution”.

By Order of the Board
Ruihe Data Technology Holdings Limited
Xue Shouguang
Chairman of the Board

Hong Kong, 24 April 2024

NOTICE OF THE 2024 AGM

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint one, or, if he/she/it is the holder of more than one share, more proxies to attend and vote on behalf of him/her/it. A proxy need not be a member of the Company but must be present in person at this meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar (i.e. Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 2:30 p.m. on Saturday, 18 May 2024) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m. on Monday, 13 May 2024). Shareholders whose names appear on the Company's register of members on Monday, 20 May 2024 will be eligible to attend and vote at this meeting.
- d. In the case of joint holders of any shares, any one of such joint holders may vote at this meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- e. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- f. 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 three executive Directors, namely, Mr. Xue Shouguang, Ms. Zhao Yiqing and Mr. Fei Xiang, three non-executive Directors, namely, Dr. Wu Fu-Shea, Mr. Wu Xiaohua and Mr. Chen Zhenping, and three independent non-executive Directors, namely, Mr. Yang Haifeng, Dr. Jin Yong and Dr. Tian Yu.