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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**" or "**Annual General Meeting**") of Renrui Human Resources Technology Holdings Limited (the "**Company**") will be held at 10:30 a.m. on Wednesday, 10 June 2026 at 12/F, Block B, Jingan International Center, No. 88 Puji Road, Jingan District, Shanghai, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Directors**") and the auditor of the Company for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.1 per share for the year ended 31 December 2025.

3(a). To re-elect the following Directors:

(i) Ms. Zhang Jianmei as executive Director;

(ii) Ms. Wang Xinjie as non-executive Director;

(iii) Ms. Chan Mei Bo Mabel as independent non-executive Director; and

(iv) Mr. Leung Ming Shu as independent non-executive Director.

3(b). To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors.

4. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. "**That**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as amended from time to time) (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to:

(a) any Rights Issue (as hereinafter defined);

(b) the grant or exercise of any option under any scheme adopted by the Company from time to time in compliance with Chapter 17 of the Listing Rules;

(c) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares (including any sale or transfer of treasury shares out of treasury) in accordance with the memorandum and articles of association of the Company ("**Articles of Association**"); or

(d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of: (1) 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing this resolution; and (2) (if the Board is so authorized by ordinary resolution no. 7) the aggregate number of Shares repurchased by the Company subsequent to the passing of ordinary resolution no. 6 (up to a maximum equivalent to 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing this resolution),

and that this resolution shall be limited by the applicable laws, rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using this general mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration;

(iv) for the purpose of this resolution:

(a) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is either required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; and

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

(b) "**Rights Issue**" means an offer of Shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company); and

(c) "**Benchmarked Price**" means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the five trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed."

6. "**That:**

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall represent up to 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of this resolution;

(iii) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is either required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

7. "**That** conditional upon the resolutions nos. 5 and 6 set out above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution no. 5 set out above be and is hereby extended by the addition to the number of issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of issued Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out above, provided that such extended amount shall represent up to 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of this resolutions."

SPECIAL RESOLUTION

8. "**That**

(A) the Amended and Restated Memorandum and Articles of Association of the Company currently in effect be amended and restated by the deletion in their entirety and the substitution in their place of the 2026 Amended and Restated Memorandum and Articles of Association of the Company, a copy of which had been produced to the AGM and marked "A" and signed by the chairman of the AGM for the purpose of identification, with immediate effect; and

(B) any Director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she shall in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the 2026 Amended and Restated Memorandum and Articles of Association of the Company and to make relevant filings with the Registrar of Companies in the Cayman Islands and Hong Kong in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

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

30 April 2026

Registered office:	*Corporate Headquarter:*	*Principal place of business in Hong Kong:*
P.O. Box 309	5/F, Block 3	19/F., Golden Centre
Ugland House	No. 688 Mid-Section Tianfu Avenue	188 Des Voeux Road Central
Grand Cayman	Chengdu High-tech Zone	Hong Kong
KY1-1104	Free Trade Pilot Zone	
Cayman Islands	Sichuan, China	

Notes:

(i) Ordinary resolution no. 7 will be proposed to the shareholders for approval provided that ordinary resolutions nos. 5 and 6 are passed by the shareholders.

(ii) A shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder.

(iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(iv) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:30 a.m. on Monday, 8 June 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish and in such event the form of proxy shall be deemed to be revoked.

(v) For the purpose of determining the shareholder's eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 5 June 2026 to Wednesday, 10 June 2026, both days inclusive, during which period no transfer of Shares of the Company will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM is Wednesday, 10 June 2026. In order to be eligible to attend and vote at the AGM, all duly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 4 June 2026 for registration.

(vi) For the purpose of determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Tuesday, 16 June 2026 to Thursday, 18 June 2026, both days inclusive, during which period no transfer of Shares of the Company will be registered. The record date for determining the entitlements of the shareholders to the proposed final dividend is Thursday, 18 June 2026. In order to qualify for the proposed final dividend, all duly completed share transfer forms accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2026 for registration.

(vii) In respect of ordinary resolutions nos. 3(a)(i) to 3(a)(iv) above, all retiring Directors, namely Ms. Zhang Jianmei, Ms. Wang Xinjie, Ms. Chan Mei Bo Mabel and Mr. Leung Ming Shu shall retire and, being eligible, offer themselves for re-election as Directors. Details of the retiring Directors are set out in Appendix I to the circular dated 30 April 2026 of the Company.

(viii) In respect of the ordinary resolution no. 5 above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

(ix) In respect of ordinary resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred by the repurchase mandate to repurchase Shares under circumstances which they deem appropriate and for the benefits of shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase of the Shares, as required under Rule 10.06(1)(b) of the Listing Rules, is set out in Appendix II to the circular of the Company dated 30 April 2026.

(x) In respect of special resolution no. 8 above, the full text of 2026 amended and restated memorandum and articles of association of the Company (marked-up against the current amended and restated memorandum and articles of association of the Company) are set out in Appendix III to the circular of the Company dated 30 April 2026.

(xi) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in the notice of the AGM will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

(xii) Reference to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board of the Company comprises Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei as executive Directors; Ms. Wang Xinjie as non-executive Director; and Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu as independent non-executive Directors.