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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Renrui Human Resources Technology Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)****PROPOSALS FOR**

- (A) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(B) RE-ELECTION OF DIRECTORS; AND
(C) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Renrui Human Resources Technology Holdings Limited to be held at 10:30 a.m. on Wednesday, 10 June 2020 at 8/F, Tahoe Tower, No. 200 Hengfeng Road, Jingan District, Shanghai, the PRC, is set out on pages 21 to 26 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Tricor Investor Services 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 the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish.

12 May 2020

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:30 a.m. on Wednesday, 10 June 2020 at 8/F, Tahoe Tower, No. 200 Hengfeng Road, Jingan District, Shanghai, the PRC, or any adjournment thereof and notice of which is set out on pages 21 to 26 of this circular
“Articles of Association”	the amended and restated articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Company”	Renrui Human Resources Technology Holdings Limited (人瑞人才科技控股有限公司), an exempted company incorporated in the Cayman Islands on 14 October 2011 with limited liability, with its Shares listed on the Main Board of the Stock Exchange on 13 December 2019
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or otherwise deal with the Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	collectively, the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Latest Practicable Date”	7 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“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 Board
“PRC”	The People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“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 nominal value of US\$0.00005 each in the capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Jianguo

(Chairman and Chief Executive Officer)

Mr. Zhang Feng

Ms. Zhang Jianmei

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Non-executive Directors:

Mr. Chen Rui

Mr. Chow Siu Lui

Corporate headquarters:

No. 601, 602, 603, 6/F, Block 3

No. 688 Mid-Section Tianfu Avenue

Chengdu High-tech Zone

Free Trade Pilot Zone

Sichuan, China

Independent Non-executive Directors:

Ms. Chan Mei Bo Mabel

Mr. Shen Hao

Mr. Leung Ming Shu

Principal place of business in Hong Kong:

14/F., Golden Centre

188 Des Voeux Road Central

Hong Kong

12 May 2020

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR

(A) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;

(B) RE-ELECTION OF DIRECTORS; AND

(C) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of AGM and the following proposals to be put forward at the AGM including: (a) the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the AGM, ordinary resolution no. 4 will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution in relation to the General Mandate. The General Mandate 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 the 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 issue; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration.

“**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; 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; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the General Mandate; and (iii) the date on which the placing or subscription price is fixed.

As at the Latest Practicable Date, there were 153,669,579 Shares which have been issued and fully paid. Subject to the passing of ordinary resolution no. 4 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 30,733,915 Shares (whether pursuant to an option or otherwise).

In addition, subject to a separate approval of ordinary resolution no. 6, the total number of Shares purchased by the Company under ordinary resolution no. 5 will also be added to extend the General Mandate under ordinary resolution no. 4, provided that such additional number of Shares shall represent up to 10% of the total number of issued Shares as at the date of passing the relevant resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Articles 16.2 and 16.19 of the Articles of Association, Mr. Zhang Jianguo, Mr. Zhang Feng, Ms. Zhang Jianmei, Mr. Chen Rui, Mr. Chow Siu Lui, Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu shall retire by rotation, and being eligible, have offered themselves for re-election as the Directors at the AGM.

The re-appointment of the abovenamed Directors has been reviewed by the Nomination Committee which has made recommendations to the Board that the re-election be proposed for Shareholders' approval at the AGM.

The Nomination Committee has also reviewed and assessed the independence of Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu based on their respective confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu are not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of their independent judgment. In addition, taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge) and the current public directorships held by the relevant individuals, the Board is satisfied that Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu are of such character, integrity and experience commensurating with the office of independent non-executive Directors. The Board believes that they will be able to devote sufficient time to the Board and will continue to provide independent, balanced and objective view to the Company's affairs.

Details of the above Directors who are subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 26 of this circular is the notice of the AGM at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, and the re-election of Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the AGM if they so wish.

LETTER FROM THE BOARD

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the General Mandate and Repurchase Mandate, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, at any general meeting a resolution put to vote of the meeting is to be decided by way of a poll, except where the chairman of the meeting, 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.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the re-election of Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully

By order of the Board

Renrui Human Resources Technology Holdings Limited

Zhang Jianguo

Chairman and Chief Executive Officer

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

EXECUTIVE DIRECTORS

Mr. Zhang Jianguo

Mr. Zhang Jianguo (張建國), aged 56, is an executive Director, the chairman and the chief executive officer. He is also the chairman of the Nomination Committee. He was appointed as a Director in October 2011 and was re-designated as an executive Director and appointed as the Chairman of our Board in March 2019. Mr. Zhang Jianguo is also a director or executive director or general manager of various subsidiaries of the Group. Mr. Zhang Jianguo has more than 20 years of experience in the HR management sector and he is responsible for the overall strategic planning and business direction, operation and management of our Group while overseeing our flexible staffing services. Prior to joining our Group, Mr. Zhang Jianguo was the chief executive officer of ChinaHR.com (中華英才網), a provider of HR services based in the PRC, from July 2004 to January 2009, where he was responsible for overall management. From January 2003 to July 2004, Mr. Zhang Jianguo was the general manager of China Stone Management Consulting Ltd. (北京華夏基石企業管理諮詢公司), a management consulting company, where he was responsible for overall day-to-day management. From June 2001 to December 2002, Mr. Zhang Jianguo was the general manager of Shenzhen Yihua Times Management Consulting Ltd. (深圳市益華時代管理諮詢有限公司), where he was responsible for overall day-to-day management. From April 1990 to June 2000, Mr. Zhang Jianguo held various positions at Huawei (華為), a provider of information and communications technology infrastructure and smart devices, and he served as the vice president before his departure, where he was responsible for overseeing HR matters.

Mr. Zhang Jianguo is currently the vice president of Beijing Human Resources Consulting Association (北京市人才行業協會), Shanghai Human Resources Consulting Association (上海人才服務行業協會) and Sichuan Human Resources Services Consulting Association (四川省人力資源服務行業協會) and the council members of the professional committee of China Association of Trade in Services (中國服務貿易協會專家委員會). Mr. Zhang Jianguo was awarded the 2019 Asia-Pacific Human Resources Development and Service Fair Most Influential Award (2019亞太人力資源開發與服務博覽會最具影響力獎) and the “2019 ‘Best CEO’ of Human Resources Technology in China” (2019年度中國人力資源科技最佳CEO). Mr. Zhang Jianguo was named as one of the Top Ten Persons of the Year of the PRC HR services industry in 2018 (2018中國人力資源服務業年度十大人物之一), in recognition of his achievement in the HR industry in China. In April 2007, he received the 2nd China HR Management the Top Ten Persons Award (第二屆中國人力資源管理大獎「十佳人物」). He received the 2015 Guangdong Service Outsourcing Outstanding Achievement Person Award (2015年度廣東服務外包傑出貢獻人物) and the 2015-2016 China Service Outsourcing Innovative Person Certificate (2015-2016年度中國服務外包創新人物). Mr. Zhang Jianguo was the author of numerous publications, namely Compensation System Design (《薪酬體系設計》), Performance System Design (《績效體系設計》), Professional Process Design (《職業化進程設計》), Flexible Employment (《靈活用工 — 人才為我所有到為我所用》), a white paper on the development of flexible staffing in China with Sino Foreign Management (中外管理), and “Manager’s Thought — Winning in Strategic Human Resource Management” (《經營者思維 — 贏在戰略人力資源管理》).

Mr. Zhang Jianguo received a master degree in engineering from Lanzhou Jiaotong University (蘭州交通大學) (formerly known as Lanzhou Railway Institute (蘭州鐵道學院)) in January 1987. He also obtained a master degree in business administration from Beijing University in July 2015.

As at the Latest Practicable Date, Mr. Zhang Jianguo was interested in aggregate 57,960,000 Shares and 1,384,600 underlying Shares (representing a total of approximately 38.6% of the total number of issued Shares), which comprised: (i) 46,368,000 Shares held by Ming Feng Holdings Limited (“**Ming Feng**”), which was wholly owned by Mr. Zhang Jianguo; and (ii) a total of 12,976,600 Shares and/or underlying Shares held by the Mr. Zhang Feng and Ms. Zhang Jianmei as Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei are parties acting in concert pursuant to an acting in concert deed dated 18 January 2019 (the “**Acting in Concert Deed**”) entered into among Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei. Save as disclosed above, Mr. Zhang Jianguo has no other interest in the Shares within the meaning of Part XV of the SFO.

Under the service agreement entered into between the Company and Mr. Zhang Jianguo, Mr. Zhang Jianguo is entitled to receive a basic salary of RMB720,000 per annum and a discretionary bonus subject to the Company’s financial results. The remuneration of Mr. Zhang Jianguo was determined by the Remuneration Committee with reference to his time commitment, responsibilities, employment condition in the Group and salaries paid by comparable companies, and is subject to review by the Remuneration Committee from time to time and adjustments will be made if necessary. Mr. Zhang Jianguo’s appointment continued for a period of three years, subject to three months’ notice of termination by either party or the payment of three months’ salary in lieu of the three months’ notice by the Company. Mr. Zhang Jianguo is subject to the provisions of his service agreement and the retirement and rotation provisions in the Articles of Association.

Mr. Zhang Jianguo was a director of the following companies which were incorporated in the PRC at the time of their dissolution:

Name of company	Date of dissolution	Means of dissolution	Reason for dissolution
Jiaxing Tixue Dilu Equestrian Co., Ltd. (嘉興市踢雪的廬馬術有限責任公司)	12 September 2014	Voluntary dissolution	Ceased to carry out business
Jiaxing Xushui Leisure Farm Co., Ltd. (嘉興市旭水休閒農莊有限公司)	18 July 2017	Voluntary dissolution	Ceased to carry out business
Jiaxing Jiaying Hui Leisure Farm Co., Ltd. (嘉興市嘉英會休閒農莊 有限公司)	17 July 2013	Voluntary dissolution	Ceased to carry out business
Shanghai Xinwang Ai Investment Management Consulting Co., Ltd. (上海信望愛投資管理諮詢有限公司)	3 August 2011	Voluntary dissolution	Ceased to carry out business

Mr. Zhang Jianguo has confirmed that there was no wrongful act on his part leading to the dissolution of such companies, and he is not aware of any actual or potential claim which had been or will be made against him as a result of the dissolution. Mr. Zhang Jianguo confirmed that the above companies had been inactive and were solvent at the time of their dissolution.

Mr. Zhang Feng

Mr. Zhang Feng (張峰), (former names: Zhang Haifeng (張海峰) and Zhang Feng (張鋒)), aged 46, is an executive Director and the Chief Operating Officer. He was appointed as a Director in October 2011, and was re-designated as an executive Director and appointed as the Chief Operating Officer of our Group in March 2019. Mr. Zhang Feng is also a director and/or general manager of various subsidiaries of the Group. He is responsible for overseeing the research and development of our information system (including the Xiang Recruitment Platform) and the operation infrastructure of our professional recruitment services, and devising the overall product development strategy of our Group. Mr. Zhang Feng has more than 18 years of experience in the HR management sector. Prior to joining our Group, Mr. Zhang Feng worked as a regional general manager at ChinaHR.com (中華英才網), from August 2004 to June 2011, where he was responsible for overseeing sales, operation and management. From July 2000 to August 2004, he held various positions at Datang Telecom Technology Co., Ltd. (大唐電信科技股份有限公司) (a company listed on SSE (stock code: 600198)), which is engaged in the development of telecommunication standard and manufacture of telecommunication equipment. He served as the HR manager before his departure, and was responsible for HR management.

Mr. Zhang Feng received a master degree in business administration from Xi'an Shiyou University (西安石油學院) in July 2000. He obtained the vocational qualification of an enterprise HR management officer (企業人力資源管理人員) from the Vocational Skills Identification (Guidance) Center (職業技能鑒定(指導)中心) in January 2004 and the professional qualification of a talent agent (人才中介) from the Shanghai Vocational Testing Authority (上海市職業能力考試院) in April 2013.

As at the Latest Practicable Date, Mr. Zhang Feng was interested in aggregate 57,960,000 Shares and 1,384,600 underlying Shares (representing a total of approximately 38.6% of the total number of issued Shares), which comprised: (i) 5,796,000 Shares held by Wu Fu Min Feng Holdings Limited (“**Wu Fu Min Feng**”), which was wholly-owned by Mr. Zhang Feng; (ii) 455,800 Shares which he is entitled to subscribe for pursuant to options granted under the mid-senior level management pre-IPO share option scheme (the “**Mid-senior Level Management Pre-IPO SOS**”); and (iii) a total of 53,092,800 Shares and/or underlying Shares held by Mr. Zhang Jianguo and Ms. Zhang Jianmei as they are parties acting in concert pursuant to the Acting in Concert Deed. Save as disclosed above, Mr. Zhang Feng has no other interest in the Shares within the meaning of Part XV of the SFO.

Under the service agreement entered into between the Company and Mr. Zhang Feng, Mr. Zhang Feng is entitled to receive a basic salary of RMB600,000 per annum and a discretionary bonus subject to the Company's financial results. The remuneration of Mr. Zhang Feng was determined by the Remuneration Committee with reference to his time commitment, responsibilities, employment condition in the Group and salaries paid by comparable companies, and is subject to review by the Remuneration Committee from time to time and adjustments will be made if necessary. Mr. Zhang Feng's appointment continued for a period of three years, subject to three months' notice of termination by either party or the payment of three months' salary in lieu of the three months' notice by the Company. Mr. Zhang Feng is subject to the provisions of his service agreement and the retirement and rotation provisions in the Articles of Association.

Ms. Zhang Jianmei

Ms. Zhang Jianmei (張健梅), aged 40, is an executive Director. She was appointed as a Director in September 2018 and was re-designated as an executive Director in March 2019. Ms. Zhang Jianmei is also a director or a supervisor of various subsidiaries of the Group. She is responsible for overseeing overall sales and business development of our Group. Ms. Zhang Jianmei has more than 16 years of experience in the HR management sector. Prior to joining our Group, Ms. Zhang Jianmei worked as a vice general manager of the western region of China and a general manager of the Chengdu subsidiary of ChinaHR.com (中華英才網), from July 2004 to March 2011, where she was responsible for the operation and management of its business in the western region of China. From August 2002 to July 2004, she worked as a vice general manager of the Chengdu subsidiary of Times Bright China (時代光華), a company in the education and training industry, where she was responsible for the operation and management of its Chengdu subsidiary.

In September 2013, Ms. Zhang Jianmei completed a part-time practical business management president course (實戰型高級工商管理總裁研究生課程進修班) at Southwestern University of Finance and Economics (西南財經大學). Ms. Zhang Jianmei is currently attending a part-time Strategic Human Officer (SHO) advanced management course (戰略人力資源官(SHO)高級管理課程班) at Renmin University of China (中國人民大學).

As at the Latest Practicable Date, Ms. Zhang Jianmei was interested in aggregate 57,960,000 Shares and 1,384,600 underlying Shares (representing a total of approximately 38.6% of the total issued number of issued Shares), which comprised: (i) 5,796,000 Shares held by Lin Feng Holdings Limited (“**Lin Feng**”), which was wholly-owned by Ms. Zhang Jianmei; (ii) 928,800 Shares which she is entitled to subscribe for pursuant to options granted under the Mid-senior Level Management Pre-IPO SOS; and (iii) a total of 52,619,800 Shares and/or underlying Shares held by Mr. Zhang Jianguo and Mr. Zhang Feng as they are parties acting in concert pursuant to the Acting in Concert Deed. Save as disclosed above, Ms. Zhang Jianmei has no other interest in the Shares within the meaning of Part XV of the SFO.

Under the service agreement entered into between the Company and Ms. Zhang Jianmei, Ms. Zhang Jianmei is entitled to receive a basic salary of RMB600,000 per annum and a discretionary bonus subject to the Company's financial results. The remuneration of Ms. Zhang Jianmei was determined by the Remuneration Committee with reference to her time commitment, responsibilities, employment condition in the Group and salaries paid by comparable companies, and is subject to review by the Remuneration Committee from time to time and adjustments will be made if necessary. Ms. Zhang Jianmei's appointment continued for a period of three years, subject to three months' notice of termination by either party or the payment of three months' salary in lieu of the three months' notice by the Company. Ms. Zhang Jianmei is subject to the provisions of her service agreement and the retirement and rotation provisions in the Articles of Association.

NON-EXECUTIVE DIRECTORS

Mr. Chen Rui

Mr. Chen Rui (陳瑞), aged 46, is a non-executive Director. He was appointed as a Director in April 2012 and was re-designated as a non-executive Director in March 2019. As confirmed by Mr. Chen, he is a Director nominated by LC Fund V, L.P. (our substantial Shareholder) and LC Parallel Fund V, L.P.. Mr. Chen has been a supervisor of Beijing Urban Construction Design & Development Group Co., Limited (北京城建設計發展集團股份有限公司) (a joint stock company listed on the Stock Exchange (stock code: 1599)) since October 2013. From February 2005 up to present, he has held various positions at Legend Capital Management Co., Ltd. (君聯資本管理股份有限公司), a venture capital company, and he currently serves as the managing director, where he is primarily responsible for overseeing investments. Mr. Chen served as an engineer at Shenzhen Lingke Electronic Communication Appliances Co., Ltd (深圳市靈科電訊器材有限公司), which is primarily engaged in development and production of electronic communication appliances, from February 1998 to May 1999. From June 1999 to November 2002, he worked as an engineer, the manager and the vice general manager of the engineering technical department of Shenzhen Linker Industrial Co., Ltd. (深圳市菱科實業有限公司), which is primarily engaged in research, development and production of numbering machines. Mr. Chen obtained a bachelor of science in electronics and information system from Shanxi University (山西大學) in July 1997. He obtained a MBA degree from Fordham University of America in February 2005.

As at the Latest Practicable Date, Mr. Chen was not interested in the Shares within the meaning of Part XV of the SFO.

Mr. Chen has signed a letter of appointment with the Company. Mr. Chen is not entitled to receive any remuneration and benefits as a non-executive Director. Mr. Chen's appointment continued for a period of one year, subject to one month's notice of termination by either party. Mr. Chen is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

Mr. Chow Siu Lui

Mr. Chow Siu Lui (鄒小磊), aged 59, is a non-executive Director. He was appointed as a Director in July 2018, and was re-designated as a non-executive Director in March 2019. He is also a member of the Audit Committee. Mr. Chow is a Director nominated by VMS Strategic Investment Fund, L.P. (our substantial Shareholder). Mr. Chow has been a partner of VMS Investment Group (HK) Ltd. since January 2016.

Mr. Chow joined KPMG in July 1983, and was a partner in KPMG from July 1995 to December 2011. Mr. Chow was a council member of the Hong Kong Institute of Chartered Secretaries from 2010 to 2016, the chairman of its professional development committee from 2014 to 2015, and the chairman of its audit committee in 2016. He was the chairman of the Mainland Development Strategies Advisory Panel of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) from 2016 to 2017.

Mr. Chow is currently (i) an independent non-executive director of Fullshare Holdings Limited (stock code: 607), Genertec Universal Medical Group Company Limited (formerly known as Universal Medical Financial & Technical Advisory Services Company Limited) (stock code: 2666), Shanghai Dazhong Public Utilities (Group) Co., Ltd (stock code: 1635), Futong Technology Development Holdings Limited (stock code: 465), China Everbright Greentech Limited (stock code: 1257) and China Tobacco International (HK) Company Limited (stock code: 6055), the shares of which are listed on the Stock Exchange; and (ii) an independent non-executive director of Global Cord Blood Corporation (NYSE stock code: CO), the shares of which are listed on the New York Stock Exchange. He was also an independent non-executive director of NWS Holdings Limited (stock code: 659) from March 2012 to June 2012, Shi Shi Services Limited (formerly known as Shum Union Property Management (Holding) Limited) (stock code: 8181) from February 2015 to October 2015, and Sinco Pharmaceuticals Holdings Limited (stock code: 6833) from February 2016 to November 2018, the shares of which are listed on the Stock Exchange.

In November 1983, Mr. Chow obtained a professional diploma in accountancy from the Hong Kong Polytechnic University. Mr. Chow became qualified as a member of the Hong Kong Society of Accountants (now renamed as the HKICPA) in October 1986 and a chartered certified accountant with the Association of Chartered Certified Accountants in July 1991. Mr. Chow was admitted as a fellow member of the Association of Chartered Certified Accountants in September 1991 and a fellow member of the Hong Kong Society of Accountants in December 1993.

As at the Latest Practicable Date, Mr. Chow was not interested in the Shares within the meaning of Part XV of the SFO.

Mr. Chow has signed a letter of appointment with the Company. Mr. Chow is not entitled to receive any remuneration and benefits as a non-executive Director. Mr. Chow’s appointment continued for a period of one year, subject to one month’s notice of termination by either party. Mr. Chow is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

Mr. Chow was a director of the following company which was incorporated in Hong Kong at the time of its dissolution:

Name of company	Date of dissolution	Means of dissolution	Reason for dissolution
Nanjing Club Investment Limited (南京會所投資有限公司)	11 May 2018	Dissolution by striking off	Ceased to carry out any business

Mr. Chow has confirmed that there was no wrongful act on his part leading to the dissolution of Nanjing Club Investment Limited, and he is not aware of any actual or potential claim which had been or will be made against him as a result of the dissolution. Mr. Chow confirmed that the above company had been inactive and was solvent at the time of its dissolution.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Mei Bo Mabel

Ms. Chan Mei Bo Mabel (陳美寶), aged 48, is an independent non-executive Director and joined the Group in November 2019. She is also the chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee. She established Mabel Chan & Co. (陳美寶會計師事務所) (an accounting firm, formerly known as Mabel M.B. Chan Certified Public Accountant) in February 1999 and became the deputy managing partner of Grant Thornton Hong Kong Limited following their merger in January 2016. Ms. Chan has been serving as an independent non-executive director of Kingmaker Footwear Holdings Ltd. (stock code: 01170) and Bank of Zhengzhou Co., Ltd. (stock code: 6196), the shares of which are listed on the Stock Exchange. Ms. Chan was also an independent non-executive director of Code Agriculture (Holdings) Limited (formerly known as China Chief Cable TV Group Limited) (stock code: 8153) from October 2009 to April 2012, Hong Kong Education (Int'l) Investments Ltd. (formerly known as Modern Education Group Limited) (stock code: 1082) from July 2011 to September 2012, China Weaving Materials Holdings Limited (stock code: 3778) from December 2011 to December 2014, and South China Land Limited (stock code: 8155) from May 2013 to March 2017, the shares of which are listed on the Stock Exchange. Ms. Chan served as the president of the Society of Chinese Accountants and Auditor in 2010, a member of the Council of Hong Kong Baptist University from January 2013 to December 2018, a member of the Appeal Panel (Housing) of Hong Kong from April 2014 to March 2018, a member of the Council of HKICPA from 2008 to 2018 and the president of the aforesaid Institute in 2017, a member of Barristers Disciplinary Tribunal Panel of Hong Kong since May 2010, a member of the Export Credit Insurance Corporation Advisory Board of HKSAR since July 2017, a member of the Air Transport Licensing Authority of HKSAR since August 2017, a member of the Securities and Futures Appeals Tribunal of HKSAR since April 2017, a member of the Small and Medium Enterprises Committee of HKSAR since January 2015, a member of the Trade and Industry Advisory Board of HKSAR since September 2017.

Ms. Chan obtained a master's degree in business administration from Hong Kong University of Science and Technology (Hong Kong) in November 2000. She is a member of the Association of Chartered Certified Accountants, the HKICPA, the Society of Chinese Accountants & Auditors, the Institute of Chartered Accountants in England and Wales, CPA Australia. She is also currently a certified public accountant (practising) accredited by the HKICPA.

As at the Latest Practicable Date, Ms. Chan was not interested in the Shares within the meaning of Part XV of the SFO.

Ms. Chan has signed a letter of appointment with the Company. Ms. Chan is entitled to receive a remuneration of HK\$300,000 per annum. The remuneration of Ms. Chan was determined by the Remuneration Committee with reference to her time commitment and responsibilities in the Group and remuneration paid by comparable companies, and is subject to review by the Remuneration Committee from time to time and adjustments will be made if necessary. Ms. Chan's appointment continued for a period of one year, subject to one month's notice of termination by either party or the payment of one month's salary in lieu of the one month's notice by the Company. Ms. Chan is subject to the provisions of her letter of appointment and the retirement and rotation provisions in the Articles of Association.

Ms. Chan was a director of the following company which was incorporated in Hong Kong at the time of its dissolution:

Name of company	Date of dissolution	Means of dissolution	Reason for dissolution
Hong Kong Professionals Advancement Association Limited	9 February 2018	Dissolution by striking off	Ceased to carry out any business

Ms. Chan has confirmed that there was no wrongful act on her part leading to the dissolution of Hong Kong Professionals Advancement Association Limited, and she is not aware of any actual or potential claim which had been or will be made against her as a result of the dissolution. Ms. Chan confirmed that the above company had been inactive and was solvent at the time of its dissolution.

Mr. Shen Hao

Mr. Shen Hao (沈浩), aged 48, is an independent non-executive Director and joined the Group in November 2019. He is also a member of the Remuneration committee and the Nomination committee. Mr. Shen has been an independent director of NCH Hua Yang Ltd.* (華陽 — 恩賽有限公司), which is a Sino-USA joint venture providing industrial and commercial maintenance products and services, since November 2013, where he has been responsible for providing independent opinion and judgment to the directors. He was a managing director of H&Q Asia Pacific from November 2010 to July 2013, where he was responsible for investment management in China. He was a vice general manager of China International Capital Corporation Limited (stock code: 3908), the shares of which are listed on the Stock Exchange, from April 2007 to February 2008 where he was responsible for general management. He was an assistant to the chief executive officer of GF

Securities Co., Ltd from September 2001 to August 2006. He was the head of executive education client services in Harvard University from April 1997 to August 2001, where he was responsible for the design and deployment of technology support services and training, and during around the same time from June 1997 to August 2001, he was also the lead advisor of the Asian programme development in the same university. In May 1995, Mr. Shen obtained his bachelor degree of arts in Gustavus Adolphus College in the United States. In June 1997, Mr. Shen obtained his master degree of education from Harvard University.

As at the Latest Practicable Date, Mr. Shen was not interested in the Shares within the meaning of Part XV of the SFO.

Mr. Shen has signed a letter of appointment with the Company. Mr. Shen is entitled to receive a remuneration of HK\$300,000 per annum. The remuneration of Mr. Shen was determined by the Remuneration Committee with reference to his time commitment, responsibilities in the Group and remuneration paid by comparable companies, and is subject to review by the Remuneration Committee from time to time and adjustments will be made if necessary. Mr. Shen's appointment continued for a period of one year, subject to one month's notice of termination by either party or the payment of one month's salary in lieu of the one month's notice by the Company. Mr. Shen is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

Mr. Shen was a director of the following companies which were incorporated in the PRC at the time of their dissolution:

Name of company	Date of dissolution	Means of dissolution	Reason for dissolution
Shanghai Jingshen Investment Management Co., Ltd (上海菁深投資管理有限公司)	9 July 2018	Voluntary dissolution	Ceased to carry out business
Changsha Shenhao Electronic Technology Co., Ltd (長沙申鏞電子科技有限公司)	3 August 2011	Voluntary dissolution	Ceased to carry out business
Shanghai Xinwang Ai Investment Management Consulting Co., Ltd. (上海信望愛投資管理諮詢有限公司)	3 August 2011	Voluntary dissolution	Ceased to carry out business

Mr. Shen has confirmed that there was no wrongful act on his part leading to the dissolution of such companies, and he is not aware of any actual or potential claim which had been or will be made against him as a result of the dissolution. Mr. Shen confirmed that the above companies had been inactive and were solvent at the time of their dissolution.

Mr. Leung Ming Shu

Mr. Leung Ming Shu (梁銘樞), aged 44, is an independent non-executive Director and joined the Group in November 2019. He is also the chairman of the Audit Committee. Mr. Leung founded internet private equity fund Harmony Capital as the founding partner on January 2018. Mr. Leung has been the company secretary of China ITS (Holdings) Co., Ltd. (stock code: 1900), the shares of which are listed on the Stock Exchange, since January 2008 and the chief financial officer of this company from January 2008 to January 2018. He has also been an independent non-executive director of Comtec Solar Systems Group Limited (stock code: 712), Sun. King Power Electronics Group Limited (stock code: 580) and Cabbeen Fashion Limited (stock code: 2030), the shares of which are listed on the Stock Exchange as well as an independent director of Glory Star New Media Group Holdings Limited (NASDAQ: GSMG), the shares of which are listed on NASDAQ.

Mr. Leung has over 20 years' of experience in corporate finance and accounting. Mr. Leung started his professional career at PricewaterhouseCoopers in Hong Kong as an auditor in 1998, where he was responsible for performing statutory audit work on listed companies in Hong Kong. He then worked at the global corporate finance division of Arthur Andersen & Co. in Hong Kong, which subsequently merged with PricewaterhouseCoopers, until December 2000, where he was responsible for conducting financial advisory services for government bodies and due diligence exercises for corporate clients. From July 2001 to February 2003, Mr. Leung also worked as a business consultant in Market Catalyst International (Hong Kong) Limited, where he was responsible for advising companies on issues of strategy, organization and operations. Mr. Leung then spent approximately three years from February 2003 to January 2006 at CDC Corporation, a NASDAQ listed company, as a senior manager in the mergers and acquisitions department, and as the chief financial officer of China.com Inc. (now renamed as Sino Splendid Holdings Limited), a subsidiary of CDC Corporation (Stock code: 8006), the shares of which are listed on the Stock Exchange, where he was responsible for overseeing the entire finance operations, mergers & acquisitions, investors relationship, and other capital market activities of that company. From February 2006 to October 2006, Mr. Leung served as the chief financial officer of Beijing Xinwei Telecom Technology Co., Ltd., a related party of 大唐電信科技股份有限公司 (Datang Telecom Technology Co., Ltd., a company listed on SSE (stock code: 600198)) which is engaged in the development of telecommunication standard and manufacture of telecommunication equipment, where he was responsible for driving a proposed initial public offering process of that company. From November 2006 to January 2008, he served as the chief financial officer of Beijing Lingtu Spacecom Technology Co., Ltd. (北京靈圖星訊科技有限公司), a subsidiary of Beijing Lingtu Software Co., Ltd. (北京靈圖軟件技術有限公司), a PRC digital mapping and navigation software company, where he was responsible for conducting equity fund raising, and overseeing the finance operations of that company.

Mr. Leung obtained his bachelor degree in arts with first class honours in accountancy from the City University of Hong Kong in November 1998 and a master degree in accountancy from the Chinese University of Hong Kong in November 2001. He was admitted as a fellow member of the Association of Chartered Certified Accountants in February 2007 and a fellow member of the HKICPA in June 2010.

As at the Latest Practicable Date, Mr. Leung was not interested in the Shares within the meaning of Part XV of the SFO.

Mr. Leung has signed a letter of appointment with the Company. Mr. Leung is entitled to receive a remuneration of HK\$300,000 per annum. The remuneration of Mr. Leung was determined by the Remuneration Committee with reference to his time commitment, responsibilities in the Group and remuneration paid by comparable companies, and is subject to review by the Remuneration Committee from time to time and adjustments will be made if necessary. Mr. Leung's appointment continued for a period of one year, subject to one month's notice of termination by either party or the payment of one month's salary in lieu of the one month's notice by the Company. Mr. Leung is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

Mr. Leung was a director of the following companies which were incorporated in Hong Kong at the time of their dissolution:

Name of company	Date of dissolution	Means of dissolution	Reason for dissolution
Ambient Consulting Group Limited	12 November 2004	Dissolution by deregistration	Ceased to carry out business
Couponxpress Company Limited	13 March 2009	Dissolution by striking off	Ceased to carry out business

Mr. Leung has confirmed that there was no wrongful act on his part leading to the dissolution of such companies, and he is not aware of any actual or potential claim which had been or will be made against him as a result of the dissolution. Mr. Leung confirmed that the above companies had been inactive and were solvent at the time of their dissolution.

As at the Latest Practicable Date, each of the retiring Directors, save as disclosed herein, did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, no Director holds any other major appointments, any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

In addition, save as disclosed therein, no Director has any relationship with any other Directors, senior management personnel, substantial Shareholders or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other matter relating to the re-election of the retiring Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the retiring Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

ISSUED SHARES

As at the Latest Practicable Date, the total number of issued Shares was 153,669,579 Shares of nominal value of US\$0.00005 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 15,366,957 Shares, which represent 10% of the total number of issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the Company's and the Shareholders' best interests for the Directors to have general authority to execute repurchases of our Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

The repurchase of the Shares listed on the Stock Exchange must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

As at the Latest Practicable Date, the Directors had no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company.

The Directors believe that, if the Repurchase Mandate were 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 disclosed in the audited consolidated financial statements of the Company as at 31 December 2019, being the date to which the latest published audited consolidated financial statements 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 which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Ming Feng, Wu Fu Min Feng and Lin Feng were wholly-owned by Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei, respectively. Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei have executed the Acting in Concert Deed whereby they will continue to be acting in concert (as defined in the Takeovers Code) with each other in respect of all major management matters, business decisions and all matters being the subject matters of any shareholders' resolution of Ming Feng and members of the Group. As such, as at the Latest Practicable Date, Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei, through Ming Feng, Wu Fu Min Feng and Lin Feng, respectively, were entitled to control in aggregate 57,960,000 Shares, representing an aggregate of approximately 37.72% of the total number of issued Shares, and Mr. Zhang Jianguo, Mr. Zhang Feng, Ms. Zhang Jianmei, Ming Feng, Wu Fu Min Feng and Lin Feng together constitute a group of Controlling Shareholders of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholdings of this group of Controlling Shareholders in the Company will be increased to approximately 41.91% of the total number of issued Shares. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the Controlling Shareholders of the Company to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase 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 total number of issued Shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange from 13 December 2019 (the date of listing of the Shares on the Main Board of the Stock Exchange) to the Latest Practicable Date:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2019		
December	33.50	25.80
2020		
January	44.00	31.60
February	55.20	35.60
March	54.15	38.05
April	44.00	33.45
May (up to the Latest Practicable Date)	36.30	32.30

NOTICE OF ANNUAL GENERAL MEETING



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 2020 at 8/F, Tahoe Tower, No. 200 Hengfeng Road, Jingan District, Shanghai, the PRC for the following purposes:

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 2019.

- 2(a). To re-elect the following Directors:
 - (i) Mr. Zhang Jianguo as executive Director;
 - (ii) Mr. Zhang Feng as executive Director;
 - (iii) Ms. Zhang Jianmei as executive Director;
 - (iv) Mr. Chen Rui as non-executive Director;
 - (v) Mr. Chow Siu Lui as non-executive Director;
 - (vi) Ms. Chan Mei Bo Mabel as independent non-executive Director;
 - (vii) Mr. Shen Hao as independent non-executive Director; and
 - (viii) Mr. Leung Ming Shu as independent non-executive Director.

- 2(b). To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

3. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

(4) **“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”**) 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 share option scheme of the Company (including but not limited to the share option scheme adopted by the Company on 26 November 2019) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (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 in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (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 as at the date of passing this resolution; and (2) (if the Board is so authorised by ordinary resolution no. 6) the aggregate number of Shares repurchased by the Company subsequent to the passing of ordinary resolution no. 5 (up to a maximum equivalent to 10% of the total number of issued 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; and
- (2) 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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

5. “**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 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; and
- (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**That** conditional upon the resolutions no. 4 and 5 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 securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution no. 4 set out above be and is hereby extended by the addition to the number of issued shares of the Company 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. 5 set out above, provided that such extended amount shall represent up to 10% of the total number of issued Shares as at the date of passing of the resolutions.”

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

12 May 2020

<i>Registered office:</i>	<i>Corporate Headquarter:</i>	<i>Principal place of business</i>
P.O. Box 309	No. 601, 602, 603, 6/F, Block 3	<i>in Hong Kong:</i>
Ugland House	No. 688 Mid-Section Tianfu Avenue	14/F., Golden Centre
Grand Cayman	Chengdu High-tech Zone	188 Des Voeux Road Central
KY1-1104	Free Trade Pilot Zone	Hong Kong
Cayman Islands	Sichuan, China	

Notes:

- (i) Ordinary resolution no. 6 will be proposed to the Shareholders for approval provided that ordinary resolutions no. 4 and 5 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 share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the AGM 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 2020 to Wednesday, 10 June 2020, both days inclusive, during which no transfer of Shares of the Company will be registered. 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 share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 4 June 2020.
- (vi) In respect of ordinary resolutions no. 2(a)(i) to 2a(viii) above, all Directors shall retire and being eligible to offer themselves for re-election as Directors. Details of the retiring Directors are set out in Appendix I to the accompanied circular dated 12 May 2020.
- (vii) In respect of the ordinary resolution no. 4 above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company referred therein. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred by the repurchase mandate to repurchase Shares in 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 by the Listing Rules, is set out in Appendix II to the accompanied circular dated 12 May 2020.
- (ix) 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.