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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 RETIRING 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 Thursday, 10 June 2021 at 8/F, Tahoe Tower, No. 200 Hengfeng Road, Jingan District, Shanghai, the PRC, is set out on pages 16 to 21 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 websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.renuihr.com). Whether you intend to attend the Annual General Meeting or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch 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 (i.e. not later than 10:30 a.m. on Tuesday, 8 June 2021) 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 and in such event the form of proxy shall be deemed to be revoked.

* The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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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 Thursday, 10 June 2021 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 16 to 21 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 initially listed on the Main Board of the Stock Exchange on 13 December 2019 (stock code: 6919)
“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
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue 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
“Latest Practicable Date”	23 April 2021, 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
“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)
“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



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

30 April 2021

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR

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

(B) RE-ELECTION OF RETIRING DIRECTORS; AND

(C) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of AGM and information in relation to the resolutions to be put forward at the AGM including: (a) the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of retiring Directors, and to seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

At the last annual general meeting of the Company held on 10 June 2020, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. 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 Issue Mandate to issue Shares. At the AGM, ordinary resolution no. 5 will be proposed to grant the Issue 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 Issue Mandate. The Issue 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 Issue 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 Issue 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 Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (iii) the date on which the placing or subscription price is fixed.

As at the Latest Practicable Date, there were 156,465,079 Shares which have been issued and fully paid. Subject to the passing of ordinary resolution no. 5 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 31,293,015 Shares (whether pursuant to an option or otherwise).

In addition, subject to a separate approval of ordinary resolution no. 7, the total number of Shares repurchased by the Company under ordinary resolution no. 6 will also be added to extend the Issue Mandate under ordinary resolution no. 5, 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 Issue 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 Issue Mandate.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 10 June 2020, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. In order to ensure flexibility and give discretion to the Directors to repurchase Shares, if and when appropriate, 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.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.19 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Ms. Zhang Jianmei, Mr. Chen Rui and Ms. Chan Mei Bo Mabel will retire from office by rotation, and being eligible, have offered themselves for re-election as the Directors at the AGM.

Recommendation of the Nomination Committee on re-election of independent non-executive Director

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board on the re-election of Ms. Chan Mei Bo Mabel as an independent non-executive Director. In particular, the Nomination Committee has assessed Ms. Chan Mei Bo Mabel against the nomination criteria applicable to independent non-executive Directors.

The Nomination Committee has reviewed the written confirmation of independence of Ms. Chan Mei Bo Mabel based on the independence criteria as set out in Rule 3.13 of the Listing Rules and, having taken into account of, among others, the fact that Ms. Chan Mei Bo Mabel is not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of their independent judgment, is satisfied that she remains independent in accordance with Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

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 could contribute to the diversity of the Board and is of such character, integrity and experience which is commensurate with the office of independent non-executive Director. Further, the Board believes that she 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.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Ms. Chan Mei Bo Mabel stands for re-election as Director at the AGM.

Recommendation of the Nomination Committee on re-election of Directors other than independent non-executive Director

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board on the re-election of Ms. Zhang Jiamei as executive Director and Mr. Chen Rui as non-executive Director. The Nomination Committee is of the view that each of them has provided and would continue to provide valuable contribution to the Company and contribute to the diversity of the Board. Accordingly, the Nomination Committee considers that their re-elections would be in the interests of the Company and the Shareholders as a whole.

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 16 to 21 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 Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, and the re-election of Directors.

CLOSURE OF REGISTER OF MEMERBS

For determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares are required to lodge all duly completed Share transfer documents accompanied by the relevant Share certificates with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 4 June 2021 for registration.

LETTER FROM THE BOARD

The register of members of the Company will also be closed from Thursday, 17 June 2021 to Monday, 21 June 2021, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final dividend, during which period no transfer of the Shares may be registered. The record date for determining the entitlements of the Shareholders to the proposed final dividend is Monday, 21 June 2021. To qualify for the final dividend, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 16 June 2021.

FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.renruih.com). 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 branch 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 fixed for the holding of the AGM (i.e. not later than 10:30 a.m. on Tuesday, 8 June 2021) 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 and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the Issue 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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares and 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 relevant 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

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

EXECUTIVE DIRECTOR

Ms. Zhang Jianmei

Ms. Zhang Jianmei (張健梅), aged 41, 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 has been responsible for overseeing the Group's flexible staffing services in the IT industry since September 2020 and has no longer been responsible for overseeing the overall sales and business development of our Group. Ms. Zhang Jianmei has more than 17 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 or deemed to be interested in aggregate 58,000,500 Shares and 1,774,600 underlying Shares (representing a total of approximately 38.20% 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 and 120,000 Shares which she is entitled to subscribe for pursuant to options granted under the mid-senior level management pre-IPO share option scheme of the Company and the post-IPO share option scheme of the Company, respectively; and (iii) a total of 52,930,300 Shares and/or underlying Shares held by Mr. Zhang Jianguo and Mr. Zhang Feng as they are parties acting in concert pursuant to an acting in concert deed dated 18 January 2019 entered into among Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei (“**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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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 results of the Group's flexible staffing services in the IT industry. 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 commencing from 13 December 2019 (the "Listing Date"), 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 DIRECTOR

Mr. Chen Rui

Mr. Chen Rui (陳瑞), aged 47, 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. Mr. Chen 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 co-chief investment officer and 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 commencing from the Listing Date, subject to one month's notice of termination by either party. His term of office would be extended on a monthly basis unless separate arrangement in writing or termination is otherwise made 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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Chan Mei Bo Mabel

Ms. Chan Mei Bo Mabel (陳美寶), aged 49, 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 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 the Small and Medium Enterprises Committee of HKSAR from January 2015 to December 2020, 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 Trade and Industry Advisory Board of HKSAR since September 2017, a member of HKSAR Business Facilitation Advisory Committee since July 2020, a member of Independent Police Complaints Council and a member of ICAC Corruption Prevention Advisory Committee since January 2021.

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 interested in 40,000 Shares which she is entitled to subscribe for pursuant to options granted under the post-IPO share option scheme of the Company. Save as disclosed above, Ms. Chan has no other interest 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 commencing from 29 November 2019, 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

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

notice by the Company. Her term of office would be extended on a monthly basis unless separate arrangement in writing or termination is otherwise made by either party. 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.

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 156,465,079 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 15,646,507 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 2020, 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 powers 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.

As at the Latest Practicable Date, Ming Feng Holdings Limited ("**Ming Feng**"), Wu Fu Min Feng Holdings Limited ("**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. In addition, Mr. Zhang Jianguo, Mr. Zhang Feng and Zhang Jianmei were granted options under the Company's share option schemes which entitle them to subscribe for 150,000 Shares, 575,800 Shares and 1,048,800 Shares respectively. 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 59,775,100 Shares, representing an aggregate of approximately 38.20% 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 42.45% 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. 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.

The Listing Rules prohibit a listed issuer from making repurchase on the Stock Exchange if it would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the listed issuer being in public hands. The Directors would not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares being 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 during each of the previous twelve months immediately preceding the Latest Practicable Date were:

Month	Highest prices	Lowest prices
	HK\$	HK\$
2020		
April	44.00	33.45
May	42.15	32.30
June	43.30	27.65
July	34.15	23.85
August	31.60	24.55
September	28.00	19.80
October	26.65	19.82
November	30.95	22.20
December	29.70	21.95
2021		
January	31.60	23.00
February	35.65	24.50
March	33.80	24.70
April (up to the Latest Practicable Date)	28.80	25.60

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 Thursday, 10 June 2021 at 8/F, Tahoe Tower, No. 200 Hengfeng 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 2020.
2. To declare a final dividend HK\$0.42 per share for the year ended 31 December 2020.
- 3(a). To re-elect the following Directors:
 - (i) Ms. Zhang Jianmei as executive Director;
 - (ii) Mr. Chen Rui as non-executive Director; and
 - (iii) Ms. Chan Mei Bo Mabel 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 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:

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**”) 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. 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 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.”

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 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

7. “**That** conditional upon the resolutions no. 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 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 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

30 April 2021

<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. 7 will be proposed to the Shareholders for approval provided that ordinary resolutions no. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, 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 Tuesday, 8 June 2021) 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.

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 Monday, 7 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period 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 branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 4 June 2021 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 Thursday, 17 June 2021 to Monday, 21 June 2021, both days inclusive, during which period no transfer of Shares of the Company will be registered. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 16 June 2021 for registration.
- (vii) In respect of ordinary resolutions no. 3(a)(i) to 3(a)(iii) above, all retiring Directors, namely Ms. Zhang Jianmei, Mr. Chen Rui and Ms. Chan Mei Bo Mabel 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 2021 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 by the Listing Rules, is set out in Appendix II to the circular dated 30 April 2021 of the Company.
- (x) 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.
- (xi) Reference to dates and time in this notice are to Hong Kong dates and time.