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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)

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

References are made to (i) the announcement of Renrui Human Resources Technology Holdings Limited (the “**Company**”) dated 8 March 2022 (the “**Announcement**”) in relation to, among other things, the Acquisition, which constitutes a major transaction of the Company, (ii) the announcements of the Company dated 30 March 2022, 6 May 2022, 16 May 2022 and 24 June 2022 in relation to delay in despatch of the Circular (collectively, the “**Delay Announcements**”), and (iii) the announcement of the Company dated 2 June 2022 in relation to the entering into of a supplemental agreement to the Sale and Purchase Agreement (the “**First Supplemental Agreement**”) making amendments to the Sale and Purchase Agreement to allow additional time for the fulfillment of the Second Instalment Conditions Precedent (the “**First Supplemental Agreement Announcement**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement, the Delay Announcements and the First Supplemental Agreement Announcement.

As disclosed in the First Supplemental Agreement Announcement, pursuant to the Sale and Purchase Agreement as amended by the First Supplemental Agreement:

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

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

As disclosed in the Delay Announcement dated 24 June 2022, given that the lockdown restrictions in Shanghai with a view to combatting COVID-19 pandemic were only lifted in a larger scale since early June 2022, and social distancing measures have continued to be imposed in Shanghai where new confirmed cases are discovered, the Reporting Accountants were unable to complete the outstanding audit work as initially expected, causing a delay to the preparation and despatch of the Circular. Since the Circular could not be despatched to the Shareholders on or before 30 June 2022, the Reporting Accountants are required to conduct additional audit work on the Target Group covering a stub period for the three months ended 31 March 2022 in addition to the original audit scope of three years ended 31 December 2021 in accordance with the Listing Rules. Therefore, more time is needed for the Reporting Accountants to complete audit work on the Target Group and finalise the information to be included in the Circular. In light of the above, the Stock Exchange has granted the Company a third waiver from strict compliance with Rule 14.41(a) of the Listing Rules to further extend the deadline for despatch of the Circular to 30 September 2022.

Since despatch of the Circular is one of the Second Instalment Conditions Precedent, on 29 July 2022, the Purchaser and the Seller entered into a second supplemental agreement to the Sale and Purchase Agreement, pursuant to which the parties have agreed to make the following amendments to the Sale and Purchase Agreement as amended by the First Supplemental Agreement (the “**Second Amendments**”) to allow additional time for the fulfillment of the Second Instalment Conditions Precedent:

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

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

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

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

The PRC, 29 July 2022

As at the date of this announcement, the Board comprises Mr. Zhang Jianguo, Mr. Zhang Feng and Ms. Zhang Jianmei as executive Directors; Mr. Chen Rui and Mr. Chow Siu Lui as non-executive Directors; and Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu as independent non-executive Directors.