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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;****AND****(B) RE-ELECTION OF RETIRING DIRECTORS****AND****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 Friday, 9 June 2023 at 12/F, Block B, Jingan International Center, No. 88 Puji 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.renruihr.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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Wednesday, 7 June 2023) 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.

27 April 2023

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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 Friday, 9 June 2023 at 12/F, Block B, Jingan International Center, No. 88 Puji 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 memorandum and 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
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“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)
“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
“Investment and Compliance Committee”	the investment and compliance committee of the Board
“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”	19 April 2023, 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 excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“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
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“% ”	per cent

* If there is any inconsistency between the Chinese names of the PRC entities, enterprises or nationals and their English translations in this circular, the Chinese names shall prevail. The English translation of the PRC entities, enterprises or nationals marked with “*” are for identification purpose only.



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. Xu Zhetong

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

27 April 2023

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
(A) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
AND
(B) RE-ELECTION OF RETIRING DIRECTORS
AND
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 2022, 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 to issue new Shares, 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. 4 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.

As at the Latest Practicable Date, there were 156,699,879 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 31,339,975 Shares.

In addition, subject to a separate approval of ordinary resolution no. 6, the total number of Shares repurchased by the Company under ordinary resolution no. 5 will also be added to extend the Issue 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 Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 10 June 2022, 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 (i.e. ordinary resolution no. 5) 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 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.

Pursuant to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on or as an addition to the Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Accordingly, Mr. Zhang Jianguo, Mr. Chen Rui and Mr. Shen Hao will retire from office by rotation whereas Mr. Xu Zhetong (who was appointed by the Board on 19 April 2023) will hold office until the AGM. All of the foregoing retiring Directors, 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 Mr. Shen Hao as an independent non-executive Director. In particular, the Nomination Committee has assessed Mr. Shen Hao against the nomination criteria applicable to independent non-executive Directors.

The Nomination Committee has reviewed the written confirmation of independence of Mr. Shen Hao 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 Mr. Shen Hao is not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of his independent judgment, the Nomination Committee is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

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 Mr. Shen Hao 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 he 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 Mr. Shen Hao stands for re-election as independent non-executive Director at the AGM.

LETTER FROM THE BOARD

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 Mr. Zhang Jianguo as executive Director, and Mr. Chen Rui and Mr. Xu Zhetong as non-executive Directors. 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 Tuesday, 6 June 2023 to Friday, 9 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023 for registration.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. not later than 10:30 a.m. on Wednesday, 7 June 2023) 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.

LETTER FROM THE BOARD

VOTING BY POLL

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.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the AGM.

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.

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 retiring 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

Mr. Zhang Jianguo

Mr. Zhang Jianguo (張建國), aged 59, is an executive Director, the chairman and the chief executive officer. He is also the chairman of the Nomination Committee and a member of the Investment and Compliance Committee. He was appointed as a Director in October 2011 and was re-designated as an executive Director and appointed as the Chairman of the Board in March 2019. Mr. Zhang Jianguo is also a director, an executive director or a general manager of various subsidiaries of the Group. Mr. Zhang Jianguo has more than 22 years of experience in the HR management sector and he is responsible for the overall strategic planning and business direction, operation and management of the Group while overseeing our flexible staffing services. Prior to joining the 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. He served as the vice president before his departure, and 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 vice chairman of the professional committee of China Association of Trade in Services (中國服務貿易協會專家委員會). In 2021, Mr. Zhang Jianguo was awarded the Qualification Certificate of Specialty and Technology with specialty in Senior Economist by Department of Human Resources and Social Security of Hubei Province and the New Pioneer for 2021 (2021新人力先鋒人物) by 36Kr. Mr. Zhang Jianguo was an 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—人才為我所用到為我所用》), Manager's Thought — Winning in Strategic Human Resource Management (《經營者思維—贏在戰略人力資源管理》), a white paper on the development of flexible staffing in China, and a blue paper China Development Report on Flexible Employment (2022) — Efficiency, Flexibility and Compliance for Diverse Employment (《中國靈活用工發展報告(2022)—多元化用工的效率、靈活性與合規》藍皮書).

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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Zhang Jianguo was interested in aggregate 58,811,700 Shares and 1,384,600 underlying Shares (representing a total of approximately 38.42% of the total number of issued Shares), which comprised: (i) 46,970,500 Shares held by Ming Feng Holdings Limited (“**Ming Feng**”), which was wholly owned by Mr. Zhang Jianguo; and (ii) a total of 13,225,800 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 RMB1,200,000 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, commencing from 13 December 2019 (the “**Listing Date**”) subject to not less than three months’ written 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
Jiaying 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
Jiaying 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
Jiaying 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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

NON-EXECUTIVE DIRECTORS

Mr. Chen Rui

Mr. Chen Rui (陳瑞), aged 49, 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. He is also the chairman of the Investment and Compliance Committee. Mr. Chen is a Director nominated by LC Fund V, L.P. (a substantial shareholder of the Company) and LC Parallel Fund V, L.P.. Mr. Chen was 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)) from October 2013 to March 2022. 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 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 not less than one month's written 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.

Mr. Xu Zhetong

Mr. Xu Zhetong (徐喆童), aged 30, is a non-executive Director. He was appointed as a non-executive Director on 19 April 2023. He is also a member of the Audit Committee. Mr. Xu has been a vice president of VMS Investment Group (HK) Limited since February 2021. Mr. Xu worked as an investment associate in CICC Xicheng (Beijing) Investment Fund Management Co., Ltd.* (中金熙誠(北京)投資基金管理有限公司) from April 2019 to February 2021. He was an investment associate in Yuanjing Wanfang (Tianjin) Equity Investment Management Enterprise (Limited Partnership)* (遠景萬方(天津)股權投資管理企業(有限合夥)) from October 2016 to April 2019. From July 2014 to September 2016, Mr. Xu worked as an investment banking analyst in China International Capital Corporation Limited. Mr. Xu obtained a bachelor's degree in Economics (Finance) from Renmin University of China in June 2014.

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

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Xu has signed a letter of appointment with the Company. Mr. Xu is not entitled to receive any remuneration and benefits as a non-executive Director. Mr. Xu's appointment continued for a period of one year commencing from 19 April 2023, subject to not less than one month's written 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. Xu is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Shen Hao

Mr. Shen Hao (沈浩), aged 51, is an independent non-executive Director and joined the Group in November 2019. He is also a member of each 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 interested in 80,000 underlying Shares which he is entitled to subscribe for pursuant to options granted under the post-IPO share option scheme of the Company. Save as disclosed above, Mr. Shen has no other interest 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\$420,000 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 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 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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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 (長沙申鎬電子科技有限公司)	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.

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 retiring 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 retiring 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 Rule 13.51(2) 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 156,699,879 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 15,669,987 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; (ii) the expiration of the period within which the next annual general meeting of the Company is either required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or (iii) 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 the 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 Act, 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 Act, 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 2022, 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) of the Company 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, Wu Fu Min Feng Holdings Limited ("**Wu Fu Min Feng**") and Lin Feng Holdings Limited ("**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 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 58,811,700 Shares, representing an aggregate of approximately 37.53% 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 exercise the Repurchase Mandate in full, the shareholdings of this group of controlling shareholders in the Company will be increased to approximately 41.70% of the total number of issued Shares. To the best knowledge and belief of the Directors, such increase shall 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 Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole.

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 Latest Practicable Date (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:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2022		
April	8.62	6.73
May	7.37	5.61
June	6.49	5.40
July	6.04	5.16
August	6.13	4.23
September	6.16	4.34
October	5.42	3.90
November	5.38	4.08
December	5.20	4.16
2023		
January	4.99	4.10
February	4.49	3.88
March	4.48	3.51
April (up to the Latest Practicable Date)	4.29	3.85

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 Friday, 9 June 2023 at 12/F, Block B, Jingan International Center, No. 88 Puji Road, Jingan District, Shanghai, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2022.

- 2(a). To re-elect the following Directors:
 - (i) Mr. Zhang Jianguo as executive Director;

 - (ii) Mr. Chen Rui as non-executive Director;

 - (iii) Mr. Xu Zhetong as non-executive Director; and

 - (iv) Mr. Shen Hao 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 (**“Articles of Association”**); 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 authorized 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;
- (2) the expiration of the period within which the next annual general meeting of the Company is either required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

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

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;
- (b) the expiration of the period within which the next annual general meeting of the Company is either required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**That** conditional upon the resolutions nos. 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 Shares 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 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 this resolutions.”

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

27 April 2023

<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 nos. 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 branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:30 a.m. on Wednesday, 7 June 2023) 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 Tuesday, 6 June 2023 to Friday, 9 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023 for registration.
- (vi) In respect of ordinary resolutions nos. 2(a)(i) to 2(a)(iv) above, all retiring Directors, namely Mr. Zhang Jianguo, Mr. Chen Rui, Mr. Xu Zhetong and Mr. Shen Hao 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 27 April 2023 of the Company.
- (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 Shares 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 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 of the Company dated 27 April 2023.
- (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.
- (x) Reference to dates and time in this notice are to Hong Kong dates and time.