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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)

INSIDE INFORMATION

LETTER OF INTENT IN RELATION TO POTENTIAL DISPOSAL

This announcement is made by Renrui Human Resources Technology Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 16 December 2024, Shanghai Ruiying Human Resources Technology Group Co., Ltd.* (上海瑞應人才科技集團有限公司) (the “**Potential Seller**”), an indirect wholly-owned subsidiary of the Company, Dalian Neusoft Holdings Co., Ltd.* (大連東軟控股有限公司) (“**Neusoft Holdings**”), and Tianjin Ruiyi Enterprise Management Consulting Center (Limited Partnership)* (天津芮屹企業管理諮詢中心(有限合夥)) (“**Tianjin Ruiyi**”, together with Neusoft Holdings, the “**Other Potential Sellers**”), entered into a non-legally binding letter of intent (the “**Letter of Intent**”) with Neusoft Group Co., Ltd.* (東軟集團股份有限公司) (the “**Potential Buyer**”), pursuant to which the Potential Seller and the Other Potential Sellers intend to sell and the Potential Buyer intends to acquire 100% equity interests in Shanghai Sirui Information Technology Co., Ltd.* (上海思芮信息科技有限公司) (the “**Target**”), a company established under laws of the PRC on 7 November 2013 (the “**Potential Disposal**”). The Target is a non-wholly owned subsidiary of the Company and the financial results of the Target is consolidated into the Company’s financial statements.

As at the date of this announcement, the Target is held as to 46.0% by the Potential Seller, 43.0% by Neusoft Holdings and 11.0% by Tianjin Ruiyi. Neusoft Holdings and Tianjin Ruiyi, each being a substantial shareholder of the Target, is a connected person of the Company at the subsidiary level.

The Potential Buyer is a company established under laws of the PRC on 17 June 1991 and listed on the Shanghai Stock Exchange (stock code: 600718). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, except that (i) the Potential Buyer is held by Neusoft Holdings as to approximately 14.5% of its equity interests; and (ii) one director of Neusoft Holdings acts as director of the Potential Buyer, one director of Neusoft Holdings acts as supervisor of the Potential Buyer and one supervisor of Neusoft Holdings acts as supervisor of the Potential Buyer, the Potential Buyer is independent from the Company and its connected persons.

Pursuant to the Letter of Intent, the Potential Buyer proposes to acquire the equity interests in the Target from the Potential Seller and Tianjin Ruiyi by cash consideration and to acquire the equity interests in the Target from Neusoft Holdings by issuance of consideration shares. The consideration of the Potential Disposal is to be determined with reference to the appraised value of the Target as confirmed by a valuer commissioned by the Potential Buyer and accepted by the Potential Seller and the Other Potential Sellers, subject to negotiation by the parties. The Potential Buyer shall carry out due diligence, valuation and audit against the Target in accordance with applicable laws and regulations, with assistance from the other parties in compliance with applicable laws and regulations. The relevant terms and conditions relating to the Potential Disposal are subject to negotiation and finalization as well as signing of further definitive agreement(s) among the parties. The Letter of Intent is not legally binding except for the clause in relation to confidentiality.

The Board wishes to emphasize that the terms of the Potential Disposal are still under negotiation and no formal and definitive legally binding agreement in relation to the Potential Disposal has been entered into as at the date of this announcement. Accordingly, the Potential Disposal contemplated under the Letter of Intent may or may not materialize. The Company will publish further announcements in relation to the Potential Disposal as and when appropriate in accordance with the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

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

The PRC, 16 December 2024

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 as non-executive Director; and Ms. Chan Mei Bo Mabel, Mr. Shen Hao and Mr. Leung Ming Shu as independent non-executive Directors.