THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Rentian Technology Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

RENTIAN TECHNOLOGY HOLDINGS LIMITED

仁天科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00885)

(I) DISCLOSEABLE AND CONNECTED TRANSACTION ACQUISITION OF 17% EQUITY INTEREST IN FUJIAN START COMPUTER EQUIPMENT CO. LIMITED (II) PROPOSED RE-ELECTION OF DIRECTOR AND (III) NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial adviser to the Company

英皇融資有限公司
Emperor Capital Limited

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

INCU

INCU Corporate Finance Limited

A letter from the Board is set out on pages 5 to 12 of this circular and a letter from the Independent Board Committee to the Independent Shareholders is set out on pages 13 to 14 of this circular. A letter from INCU, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition is set out on pages 15 to 28 of this circular.

A notice convening the EGM of the Company to be held at Suites 1801-1802, 18th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong at 10:30 a.m. on Monday, 14 December 2015 is set out on pages 48 to 49 of this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

27 November 2015

* *For identification purpose only*

CONTENTS

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

"Acquisition"	the acquisition of the 17% equity interest in the Target Company by Wealth Global from the Vendor as contemplated under the Agreement
"Agreement"	the agreement dated 6 November 2015 entered into between Wealth Global and the Vendor in respect of the 17% equity interest in the Target Company
"Announcement"	the announcement of the Company dated 6 November 2015 in relation to the Acquisition
"Asset Disposal Agreement"	the asset disposal agreement dated 14 August 2015 entered into by Fujian Start and the Vendor in respect of the sale and purchase of the 17% equity interest in the Target Company, which is part and parcel of the Asset Reorganization
"Asset Reorganization"	the proposed asset reorganization of Fujian Start pursuant to which the Vendor will, upon completion thereof, hold the 17% equity interest in the Target Company, which is part and parcel of the reorganization
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Company"	Rentian Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange
"Completion"	completion of the Acquisition pursuant to the Agreement
"Conditions Precedent"	the conditions precedent to the completion of the Agreement
"connected person"	as defined under the Listing Rules

"Consideration"	the consideration of the Acquisition, being RMB52,372,200 (equivalent to approximately HK$63,890,000)
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the Agreement and the transactions contemplated thereunder, and the re-election of Director
"FSIT"	福建實達資訊科技有限公司(Fujian Start Information Technology Co. Ltd.*), a sino-foreign equity joint venture company established in the PRC on 13 May 2004
"Fujian Start"	福建實達集團股份有限公司 (Fujian Start Group Company Limited), a company established under the laws of the PRC and the shares of which are listed on the Shanghai Stock Exchange in the PRC
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKGAAP"	Hong Kong Generally Accepted Accounting Principles
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"INCU" or "Independent Financial Adviser"	INCU Corporate Finance Limited, a licensed corporation permitted to carry out type 6 (advising on corporate finance) regulated activity under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition
"Independent Board Committee"	the independent board committee of the Company comprising all the independent non-executive Directors, established to advise the Independent Shareholders in respect of the Acquisition

"Independent Shareholders"	Shareholders other than Mr. King Pak Fu and his associates and those who has material interest in the Acquisition
"Jiangsu Dima"	江蘇實達迪美數據處理有限公司(Jiangsu Start Dima Data Processing Co. Ltd.*), a company established in the PRC on 19 January 2009
"Latest Practicable Date"	24 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	6 November 2016 or such later date as the Purchaser and the Vendor may agree in writing
"PRC"	the People's Republic of China, which for the purpose of this circular excludes Hong Kong, Macau and Taiwan
"Purchaser" or "Wealth Global"	Wealth Global Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
"Qingdao Jiahuasheng"	青島嘉華盛投資顧問有限公司 (Qingdao Jiahuasheng Investment Consulting Co. Ltd.*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Target Company"	福建實達電腦設備有限公司 (Fujian Start Computer Equipment Co. Limited*), a sino-foreign equity joint venture company established in the PRC on 12 May 1995
"Target Group"	the Target Company and its subsidiaries
"Vendor"	北京昂展置業有限公司 (Beijing Advanced Property Co.,Ltd.*), a company incorporated in the PRC with limited liability and is owned as to 90% by Mr. King Pak Fu, the controlling shareholder of the Company
"%"	per cent

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RENTIAN TECHNOLOGY HOLDINGS LIMITED
仁天科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 00885)

Executive Directors:
Ms. Yang Xiaoying
(Chief Executive Officer)
Mr. Tsang To
Mr. Choi Chi Fai

Independent Non-executive Directors:
Mr. Pak William Eui Won
Mr. Zhang Xiaoman
Mr. Chin Hon Siang

Registered office:
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands
British West Indies

Head Office and principal place of business in Hong Kong:
Suites 2001 & 2002, 20/F.
AIA Central
1 Connaught Road Central
Hong Kong

27 November 2015

To the Shareholders

Dear Sir or Madam,

(I) DISCLOSEABLE AND CONNECTED TRANSACTION ACQUISITION OF 17% EQUITY INTEREST IN FUJIAN START COMPUTER EQUIPMENT CO. LIMITED (II) PROPOSED RE-ELECTION OF DIRECTOR AND (III) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcements of the Company dated 4 June 2014 and 15 September 2014, and the circular of the Company dated 22 August 2014, in relation to, the acquisition of the entire equity interest in Smart Express Development Limited at a consideration of HK$253,466,000. Upon the completion of such acquisition in September 2014 and as at the Latest Practicable Date, the Company indirectly owns 83% equity interest of the Target Company and the Target Company is an indirectly non wholly-owned subsidiary of the Company.

* *For identification purpose only*

Reference is also made to the Announcement whereby the Company announced that Wealth Global as the Purchaser entered into the Agreement with the Vendor, pursuant to which, the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell, the 17% equity interest in the Target Company at a consideration of RMB52,372,200 (equivalent to approximately HK$63,890,000). Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company.

The Company has established an Independent Board Committee comprising Mr. Pak William Eui Won, Mr. Zhang Xiaoman and Mr. Chin Hon Siang (all of whom are independent non-executive Directors) to advise the Independent Shareholders in respect of the proposed Acquisition. INCU has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection therewith. The appointment of INCU has been approved by the Independent Board Committee.

The purpose of this circular is to provide you with, among other things, (i) further information on the Acquisition; (ii) the recommendation of the Independent Board Committee in respect of the Acquisition; (iii) the advice from INCU to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition; (iv) the valuation report on the 17% equity interest in the Target Group; (v) proposed re-election of Director; (vi) other information as required under Listing Rules; and (vii) the notice of EGM to be convened for the purpose of considering and, if thought fit, approving by way of poll, the proposed Acquisition, and the respective transactions contemplated thereunder and the re-election of Director.

THE AGREEMENT IN RESPECT OF THE ACQUISITION

Date: 6 November 2015

Parties: (1) The Vendor; and

(2) Wealth Global

The Vendor is an investment holding company owned as to 90% by Mr. King Pak Fu, the controlling shareholder (as defined under the Listing Rules) of the Company who is interested in approximately 64.01% shareholding of the Company as at the Latest Practicable Date. As such, the Vendor is an associate of Mr. King Pak Fu and a connected person of the Company under Chapter 14A of the Listing Rules.

Assets to be acquired

The 17% equity interest of the Target Company.

Consideration and payment terms

The Consideration is RMB52,372,200 (equivalent to approximately HK$63,890,000), which is equal to the original cost for the Vendor to acquire the 17% equity interest in the Target Company under the Asset Reorganization. The consideration is determined with reference to the original cost of the 17% equity interest in the Target Company to the Vendor and the valuation of 17% equity interest in the Target Group as at 31 August 2015 carried out by an independent valuer on market approach. A detailed valuation report has been included in Appendix I of this circular.

The Consideration will be payable in cash upon Completion. The Consideration shall be settled by internal resources of the Group.

Conditions precedent

Completion is conditional upon:

(i) the Asset Disposal Agreement becoming unconditional; and

(ii) Wealth Global and the Company obtained all necessary approvals in relation to the Acquisition, including but not limited to the Shareholders having passed a resolution at the EGM to approve the Agreement and the transactions contemplated thereunder.

Completion

Pursuant to the Agreement, Completion shall take place on the 30th business day after the date on which the conditions precedent shall have been satisfied or such other date as the Purchaser and the Vendor may agree in writing.

If any of the above conditions is not fulfilled on or before the Long Stop Date (or such later date as may be agreed between the parties to the Agreement in writing), the Agreement shall terminate.

Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company.

INFORMATION OF THE TARGET GROUP

The Target Company is incorporated in the PRC with registered capital of RMB148.1818 million. Currently, the Target Company is owned as to 69.29%, 13.71% and 17.00% by the Wealth Global, Qingdao Jiahuasheng and Fujian Start respectively. As both Wealth Global and Qingdao Jiahuasheng are indirect wholly-owned subsidiaries of the Company, the Company indirectly owns 83% equity interest of the Target Company and the Target Company is an indirectly non wholly-owned subsidiary of the Company.

The Target Company has two non wholly-owned subsidiaries, namely FSIT and Jiangsu Dima. FSIT and Jiangsu Dima are owned as to 75% and 76.9231% by the Target Company respectively. FSIT was established in the PRC on 13 May 2004 as a sino-foreign equity joint venture company and Jiangsu Dima was incorporated in the PRC as a limited company on 19 January 2009. The Target Company is principally engaged in design, manufacturing and distribution of printers, terminals and computers and point-of-sale (POS) electronic products and provision of related services under its own brand name “Start” in the PRC. FSIT is principally engaged in computer software and hardware technology development, application systems integration, development and production of network communications products, and information systems consulting services. Jiangsu Dima is principally engaged in software and technology development and printing outsourcing services in the PRC.

The Vendor has entered into the Asset Disposal Agreement with Fujian Start, whereby upon completion of the Asset Reorganization, the Vendor will be interested in 17% equity interest of the Target Company.

As at the Latest Practicable Date, Fujian Start owns 17% equity interest in the Target Company and is a substantial shareholder of the Target Company. Furthermore, the Target Company is a non wholly-owned subsidiary of the Company. In this connection, Fujian Start is a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules. Moreover, the Vendor is interested in 22.51% of the equity interest of Fujian Start as at the Latest Practicable Date. Upon the completion of the Asset Reorganization, the Vendor will be interested in more than 30% equity interest of Fujian Start and as such, Fujian Start will become a connected person of the Company by virtue of being an associate of the Vendor under Chapter 14A of the Listing Rules.

The consolidated financial information of the Target Group prepared in accordance with HKGAAP for the two years ended 31 December 2013 and 31 December 2014 are set out below:

	For the year ended 31 December 2014	**For the year ended 31 December 2013**
	(Unaudited)	(Audited)
	HK$'000	*HK$'000*
Turnover	668,480	662,489
Net profit before taxation	46,930	36,361
Net profit after taxation	46,734	33,734

According to the unaudited consolidated management accounts of the Target Group prepared in accordance with HKGAAP, the unaudited consolidated net asset value of the Target Group was approximately HK$281 million as at 30 June 2015.

Reasons for the Acquisition

The Company is an investment holding company, and through its subsidiaries and associated company, is principally engaged in (i) provision of total internet-of-things and industry 4.0 solutions; (ii) securities investment; and (iii) money lending business.

The Board considers that the Acquisition is in line with the Group's investment strategy.

The Target Group is one of leading supplier of cloud terminal products in the PRC with a solid asset base and source of income with steady growth from its business operation. Upon Completion, the Group is able to further consolidate the revenue, profits and assets of the Target Group and the financial performance of the Group could be improved. Therefore, the Board considers that the Acquisition would enable the Company to further strengthen the Group's revenue base and the control over the Target Company.

Since the Asset Reorganization involves a number of transactions (acquisition or disposal of assets) between the Vendor and Fujian Start, which are bundled and cannot be separated in the view of Fujian Start, the Company is unable to enter into agreement with Fujian Start directly for the Acquisition. Given that the Consideration is determined with reference to the original cost to the Vendor as stated in the Asset Disposal Agreement and the independent valuation of the 17% equity interest in the Target Group, the Board therefore considers that it is fair and reasonable to the Company and the Shareholders as a whole for the Group to acquire the 17% equity interest in the Target Group from the Vendor instead of from Fujian Start directly.

In view of the above, the Directors (excluding the members of the Independent Board Committee who will form their views after receiving and considering the advice from the Independent Financial Adviser) are of the opinion that the terms of the Agreement are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Vendor is a company owned as to 90% by Mr. King Pak Fu, the controlling shareholder (as defined under the Listing Rules) of the Company. As such, the Vendor is a connected person of the Company under Chapter 14A of the Listing Rules. As one of the applicable percentage ratios in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules and is subject to reporting, announcement and the Independent Shareholders' approval requirements under the Listing Rules.

No Director has a material interest in the Acquisition and the transactions contemplated thereunder and was required to abstain from voting on the board resolution approving the transactions.

RE-ELECTION OF DIRECTOR

As disclosed in the announcement of the Company dated 13 October 2015, Mr. Chin Hon Siang ("**Mr. Chin**") was newly appointed as independent non-executive director of the Company with effect from 14 October 2015. Pursuant to the articles of association of the Company, Mr. Chin will be subject to retirement at the next following general meeting and, being eligible, can seek for re-election at that meeting.

Accordingly, Mr. Chin will retire at the EGM and has confirmed that he will offer himself for re-election thereat. Biographical details of Mr. Chin which are required to be disclosed pursuant the Listing Rules are set out in Appendix II to this circular.

EGM

The notice of the EGM is set out on pages 48 to 49 of this circular. An ordinary resolution will be proposed at the EGM for the Independent Shareholders to approve the Agreement and the transactions contemplated thereunder. Mr. King Pak Fu, (being the controlling shareholder of the Company) and its associates, who currently are interested in 5,207,933,350 Shares (representing approximately 64.01% of the issued share capital of the Company) will abstain from voting on such ordinary resolution.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution in respect of the re-election of Director to be proposed at the EGM.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, 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 of the EGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by poll.

RECOMMENDATION

The Board (with the opinion of the Independent Board Committee set out in the paragraph below) considers that the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable and the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the ordinary resolution in respect of the Agreement to be proposed at the EGM.

The Independent Board Committee, having taken into account of the advice of INCU, is of the opinion that the terms of the Agreement and the transactions contemplated thereunder, are on normal commercial terms, fair and reasonable so far as the Company and the Shareholders are concerned, and that the Acquisition is in the interests of the Company and the Shareholders as a whole. Therefore, the Independent Board Committee recommends the Shareholders to vote in favour of the ordinary resolution as set out in the notice of EGM to approve the Agreement and the transactions contemplated thereunder.

Your attention is drawn to the Letter from the Independent Board Committee to the Independent Shareholders set out on pages 13 to 14 of this circular and the letter from INCU on pages 15 to 28 regarding the Acquisition as well as the principal factors and reasons taken into consideration in arriving at their advice. You are advised to read the letter from the Independent Board Committee and the letter from INCU mentioned above before deciding how to vote on the ordinary resolution to be proposed at the EGM.

The Directors also consider that the re-election of Mr. Chin is in the interests of the Shareholders and the Company as a whole and recommend the Shareholders to vote in favour of the relevant resolution as set out in the notice of the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
On behalf of the Board
RENTIAN TECHNOLOGY HOLDINGS LIMITED
Choi Chi Fai
Executive Director

RENTIAN TECHNOLOGY HOLDINGS LIMITED
仁天科技控股有限公司*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 00885)

27 November 2015

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
ACQUISITION OF 17% EQUITY INTEREST IN
FUJIAN START COMPUTER EQUIPMENT CO. LIMITED**

We refer to the circular of the Company to the Shareholders dated 27 November 2015 (the "**Circular**"), of which this letter forms part. Terms used in this letter shall bear the same meanings as given to them in the Circular unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee to advise you on the terms of the Agreement and the transactions contemplated thereunder. INCU has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard. Details of the advice of INCU, together with the principal factors and reasons it has taken into consideration in giving such advice, are set out on pages 15 to 28 of this circular. Your attention is also drawn to the "Letter from the Board" in the Circular and the additional information set out in the appendices thereto.

* *For identification purpose only*

Having taken into account the advice of INCU, in particular the principal factors, reasons and recommendation as set out in its letter, we consider that the terms of the Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole. We therefore recommend you to vote in favour of the ordinary resolution in respect of the Agreement to be proposed at the EGM.

Yours faithfully,
for and on behalf of the
Independent Board Committee
Rentian Technology Holdings Limited

Pak William Eui Won	**Zhang Xiaoman**	**Chin Hon Siang**
Independent Non-executive Director	*Independent Non-executive Director*	*Independent Non-executive Director*

The following is the text of a letter of advice from INCU, which has been prepared for the purpose of incorporation into this circular, setting out its opinion to the Independent Board Committee and the Independent Shareholders in connection with the Agreement and the transactions contemplated thereunder.

INCU Corporate Finance Limited
Unit 1602, 16/F., Tower 1, Silvercord,
30 Canton Road, Tsim Sha Tsui,
Kowloon, Hong Kong

27 November 2015

To: The Independent Board Committee and
the Independent Shareholders of
Rentian Technology Holdings Limited

Dear Sirs,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO
THE ACQUISITION OF 17% EQUITY INTEREST IN
FUJIAN START COMPUTER EQUIPMENT CO. LIMITED**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders to give opinion in relation to the Acquisition. Details of the Acquisition are set out in the "Letter from the Board" (the "**Letter from the Board**") contained in the circular of the Company dated 27 November 2015 (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Reference is made to the announcements of the Company dated 4 June 2014 and 15 September 2014, and the circular of the Company dated 22 August 2014, in relation to, the acquisition of the entire equity interest in Smart Express Development Limited at a consideration of HK$253,466,000. On 9 September 2015 (after trading hours), Wealth Global and Qingdao Jiahuasheng, both indirect wholly-owned subsidiaries of the Company, and the Vendor entered into a memorandum of understanding in relation to the Acquisition. On 6 November 2015 (after trading hours), Wealth Global, as the Purchaser, and the Vendor entered into the Agreement pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the 17% of the equity interest of the Target Company, at a Consideration of RMB52,372,200 (equivalent to approximately HK$63,890,000). Upon Completion, the Group will be interested in 100% of the equity interest in the Target Company, which will become an indirect wholly-owned subsidiary of the Company.

The Vendor is an investment holding company owned as to 90% by Mr. King Pak Fu, the controlling shareholder (as defined under the Listing Rules) of the Company, who is interested in 64.01% shareholding of the Company as at the Latest Practicable Date. As such, the Vendor is an associate of Mr. King Pak Fu and a connected person of the Company under Chapter 14A of the Listing Rules. As one of the applicable percentage ratios in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules and is subject to reporting, announcement and the Independent Shareholders' approval requirements under the Listing Rules.

Mr. King Pak Fu and his associates will abstain from voting on the ordinary resolution to be proposed at the EGM.

The Company has established an Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Pak William Eui Won, Mr. Zhang Xiaoman and Mr. Chin Hon Siang, to advise the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder.

As the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders as to whether the terms of the Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, INCU has no relationship with and is not connected with the directors, chief executives, substantial shareholders of the Company or the Vendor or any of their respective subsidiaries or their respective associates. INCU has no shareholding interest in and has not acted as an independent financial adviser to the Company or the Vendor or any of their respective subsidiaries or their respective associates during the past two years. Accordingly, we consider that we are eligible to give independent advice on the Agreement and the transactions contemplated thereunder.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company and the management of the Group. We have assumed that all statements, information, opinions and representations contained or referred to in the Circular and/or provided to us were true, accurate and complete at the time they were made and continued to be so as at the Latest Practicable Date. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed by them in the Circular have been arrived at after due and careful consideration and there are no other material facts not contained in the Circular; the omission of which would make any such statement made by them that contained in the Circular misleading in all material respects. We have no reason to doubt the truth or accuracy of the information provided to us, or to believe that any material information has been omitted or withheld. We have relied on such information and consider that the information we have received is sufficient for us to reach our advice and recommendation as set out in this letter and to justify our reliance on such information. However, we have not conducted any independent investigation into the business, affairs and financial positions of the Group, the Vendor, the Target Group, nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation in respect of the Acquisition, we have taken into consideration of the following principal factors and reasons:

I. Background and businesses of the Group

The Company is an investment holding company, and through its subsidiaries and an associated company, is principally engaged in (i) provision of total internet-of-things and industry 4.0 solutions; (ii) securities investment; and (iii) money lending business.

Set out below is the audited consolidated financial information of the Company for the financial years ended 31 December 2013 ("**FY2013**") and 31 December 2014 ("**FY2014**") as extracted from the annual report of the Company for the year ended 31 December 2014 (the "**2014 Annual Report**") and the unaudited consolidated financial information for the six months ended 30 June 2014 ("**1H2014**") and 30 June 2015 ("**1H2015**") as extracted from the interim report of the Company for the six months ended 30 June 2015 (the "**2015 Interim Report**"):

	FY2013	**FY2014**	**1H2014**	**1H2015**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(audited)	(audited)	(unaudited)	(unaudited)
Revenue	13,234	525,517	104,837	287,771
Gross profit	13,234	366,690	104,837	91,227
(Loss)/Profit before taxation	(107,989)	884,993	593,552	352,971
(Loss)/Profit for the year/period	(107,989)	884,797	593,552	351,397

	As at 31 December		**As at 30 June**
	2013	**2014**	**2015**
	HK$'000	*HK$'000*	*HK$'000*
	(audited)	(audited)	(unaudited)
Net asset value	924,863	1,898,721	2,241,590

Before the acquisition of 83% equity interest of the Target Group completed in September 2014 (the "**First Acquisition**"), the revenue of the Group mainly came from securities trading and other investing activities and provision of financing services. During FY2013, the revenue of the Group was merely approximately HK$13.234 million, which was insufficient to cover the general and administrative expenses and therefore an operating loss was incurred.

As advised by the management of the Company, the major revenue source of the Group has changed significantly since the First Acquisition. As disclosed in the 2014 Annual Report, approximately 43.48% of the total revenue of the Group was contributed by the newly acquired businesses engaged by the Target Group. The operating performance of the Group improved significantly in FY2014 as the revenue of the Group recorded a year-on-year increase of approximately 3,870.96% in FY2014.

During 1H2015, the revenue contribution of the Target Group became much more significant, as approximately HK$285.331 million or approximately 99.15% of the total revenue of the Group was generated by the Target Group. In addition, as compared to 1H2014 figure, the revenue of the Group in 1H2015 increased by approximately 174.49%.

II. Background and businesses of the Target Group

Following completion of the First Acquisition, the Target Company became an indirect non wholly-owned subsidiary of the Company. As at the Latest Practicable Date, the remaining 17% equity interest of the Target Company is held by Fujian Start. Upon completion of the Asset Reorganization, the Vendor will be interested in more than 30% equity interest of Fujian Start and Fujian Start will remain a connected person of the Company by virtue of it being an associate of the Vendor under Chapter 14A of the Listing Rules.

On 14 August 2015, the Vendor entered into the Asset Disposal Agreement with Fujian Start, whereby upon completion of the Asset Reorganization, the Vendor will be interested in 17% equity interest of the Target Company.

The Target Company was incorporated in the PRC on 12 May 1995 with registered capital of RMB148.1818 million. It is principally engaged in design, manufacturing and distribution of printers, terminals and computers and point-of-sale (POS) electronic products and provision of related services under its own brand name “Start” in the PRC.

The Target Company has two non wholly-owned subsidiaries, namely FSIT and Jiangsu Dima, which are owned as to 75% and 76.9231% by the Target Company respectively. FSIT was established in the PRC on 13 May 2004 as a sino-foreign equity joint venture company and Jiangsu Dima was incorporated in the PRC as a limited company on 19 January 2009. FSIT is principally engaged in computer software and hardware technology development, application systems integration, development and production of network communications products, and information systems consulting services. Jiangsu Dima is principally engaged in software and technology development and printing outsourcing services in the PRC.

As advised by the Company, the Target Group is selling over 150 different kinds of products to a variety of institutional clients in the PRC. Major institutional clients come from the financial, insurance, governmental and other sectors. The Target Group, with a nationwide coverage in the PRC, is and continues to be one of the leading specialists in the information communication technology sector in the PRC.

The consolidated financial information of the Target Group prepared with reference to HKGAAP for FY2013, FY2014 and 1H2015 is set out below:

	FY2013	**FY2014**	**1H2015**
	HK$'000	*HK$'000*	*HK$'000*
	(audited)	(unaudited)	(unaudited)
Revenue	662,489	668,480	285,331
Gross profit	182,300	207,597	88,788
Profit before taxation	36,361	46,930	23,603
Profit for the year/period	33,734	46,734	22,029

	As at 31 December		**As at 30 June**
	2013	**2014**	**2015**
	HK$'000	*HK$'000*	*HK$'000*
	(audited)	(unaudited)	(unaudited)
Net asset value	214,767	258,572	280,856

The consolidated revenue of the Target Group remained stable, supported by approximately 1% increase from approximately HK$662.489 million for FY2013 to approximately HK$668.480 million for FY2014. Revenue of approximately HK$285.331 million has been recorded in 1H2015. As discussed with the management of the Company, the Board is positive towards the operating results of the Target Group in the second half of 2015 since more sales of printers, terminals and POS electronic products are expected before year end based on their past experience.

We also note that the operating efficiency of the Target Group has been elevated since FY2013, as evidenced by (i) the increase in gross profit margin from approximately 27.52% in FY2013 to approximately 31.06% in FY2014, and slightly up to approximately 31.12% in 1H2015; and (ii) the increase in net profit margin from approximately 5.09% in FY2013 to approximately 6.99% in FY2014, and further up to approximately 7.72% in 1H2015. As advised by the management of the Company, the continued enhancement of operating efficiency was mainly due to the change in customer mix to focus on the customers with high sales volume or profit margin and better cost control since FY2013.

As at 30 June 2015, the net asset value of the Target Group amounted to approximately HK$280.856 million. Immediately upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company, and the Target Group's financial results will continue to be consolidated into the consolidated financial statements of the Group.

III. Brief industry review

As informed by the Company, a significant portion, around 80%, of revenue of the Target Group was contributed by the sale of (i) printers, (ii) terminals and (iii) POS electronic products. We have thus, based on publicly available information, reviewed the printer market, the terminal market and the POS business in the PRC which we consider are of significant relevance.

(i) Printer market in the PRC

The printers currently offered by the Target Group are classified as dot matrix printing, the mechanism of which is to use pins on a print head that moves back-and-forth or up-and-down to strike a one-off ink ribbon at a high speed in order to print letters on multi-layered paper. Dot matrix printers are widely used in hospital, banking, postal, lottery, insurance, catering and courier industries due to its high speed and multi-layer printing ability.

According to the market report released by a global independent advisory firm, International Data Corporation ("**IDC**"), shipment of dot matrix printers in China grew from approximately 2.48 million units in 2010 to approximately 3.33 million units in 2014, representing a compound annual growth rate ("**CAGR**") of approximately 6.07%.

In recent years, the dot matrix printer market has maintained a steady growth due to favorable government policies and projects. Since 2012, the PRC government has implemented a taxation reform to switch business tax to value added tax covering particular industries including radio, film and television, and transportation sectors. The taxation reform heightens the demand for invoice printing for taxation purposes. As announced by the State Administration of Taxation, up to the end of June 2015, approximately 5.09 million enterprises have implemented the new taxation system, represented a growth of approximately 24.15% compared to approximately 4.10 million in December 2014. In addition, the abovementioned taxation reform will be implemented in other industries in the PRC including construction, property and finance and insurance sectors in the near future, and will further boost the demand for dot matrix printers.

(ii) Terminal market in the PRC

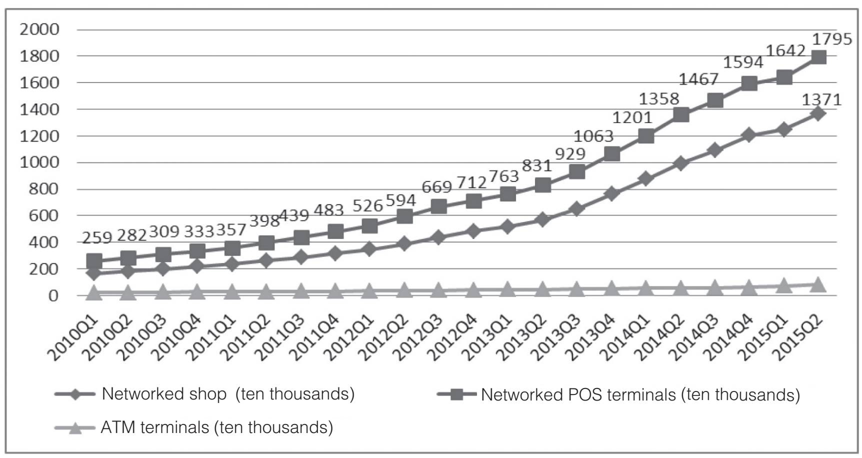
Terminals or thin client terminals are widely used in governmental, finance, education, healthcare, internet café and small and medium enterprises sectors.

According to the market report released by IDC, as driven by the cost advantage compared with traditional computers, shipment of thin client terminal in the PRC in 1H2015 reached approximately 379,000 units, which represented approximately 4.41% growth from approximately 363,000 units in 1H2014. According to the IDC's forecast, shipment of thin client terminal in the PRC is expected to reach approximately 950,000 units in 2015 which represented approximately 6.3% year-on-year growth, and further increase to approximately 1.03 million units by 2019.

Pursuant to "Internet+" plan announced by the PRC government in the 13th five-year plan as well as The Third Session of the 12th National People's Congress, the PRC government would support the application of internet-of-things and cloud-based calculation on traditional production industry which in turns drive the demand of cloud-based computer terminals. Moreover, according to the analysis by IDC, the provision of total-solution, which the Target Group engaged in, would be the key consideration of customers when choosing their vendor of terminals.

(iii) POS business in the PRC

According to the statistics below published by the Payment & Clearing Association of China, which is an institution approved by the State Council of the PRC and the Ministry of Civil Affairs of the PRC to promote self-regulation of payment and settlement services industry, the number of shops linked to an inter-bank card payment system has reached approximately 12.03 million as at the end of 2014, representing an approximately 57.62% increase as compared to the end of 2013. The growth continues in 1H2015, as evidenced by the record-high number of shops linked to an inter-bank card payment system of approximately 13.71 million in 1H2015, representing approximately 38.03% growth as compared to 1H2014.



Source: Payment & Clearing Association of China

The scale of the POS market in the PRC has been growing quickly at a CAGR of approximately 36.73% from 2010 to 2014.

Having considered the above, we concur with the Company that the future prospects of the Target Group remain positive.

IV. Reasons and benefits for entering into of the Agreement

As stated in the Letter from the Board, the Board considers that the Acquisition is in line with the Group's investment strategy. Besides, the Target Group is one of the leading suppliers of cloud terminal products in the PRC with a solid asset base and source of income with steady growth business operation. Upon Completion, the Group is able to further consolidate the revenue, profit and assets of the Target Group and the financial performance of the Group could be improved. Therefore, the Board considers that the Acquisition would enable the Company to further strengthen the Group's revenue base and the control over the Target Group.

As advised by the Directors, as at the Latest Practicable Date, the Target Company and Fujian Start or its subsidiary have entered into certain continuing connected transactions, including subcontracting agreement, tenancy agreement and bank guarantee. Please refer to the announcement in relation to continuing connected transactions by the Company dated 27 April 2015 and the 2014 Annual Report for more details. As confirmed by the Directors, following Completion, there will not be any material change to the business operations of the Target Group including the business relationship with Fujian Start.

We concur with the Directors' view that the terms of the Agreement are fair and reasonable as (i) the financial performance of the Group following the First Acquisition has shown significant improvement in profitability; (ii) the acquisition of the remaining interest in the Target Group and the positive future business prospect will maximize the profit attributable to the Shareholders; (iii) the Acquisition consolidates the control over the Target Group by the Company which provides operational efficiency in developing strategies and implementing business decisions for the Target Group in the future; and (iv) the Acquisition is in line with the Group's investment strategy.

V. Principal terms of the Agreement and evaluation of the Consideration

Pursuant to the Agreement, the Consideration is RMB52,372,200 (equivalent to approximately HK$63,890,000), which will be payable in cash upon Completion and will be financed by internal resources of the Group.

Completion is conditional upon (i) the Asset Disposal Agreement becoming unconditional; and (ii) Wealth Global and the Company obtained all necessary approvals in relation to the Acquisition, including but not limited to the Independent Shareholders having passed a resolution at the EGM of the Company to approve the Agreement and the transactions contemplated thereunder. As advised by the management of the Company, the Asset Reorganization has not yet been completed as at the Latest Practicable Date.

Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Group.

As stated in the Letter from the Board, the Consideration is determined with reference to (i) the original cost for the Vendor to acquire the 17% equity interest in the Target Company under the Asset Reorganization and (ii) the valuation of the Target Company as at 31 August 2015 (the "**Valuation**") carried out by an independent valuer, APAC Asset Valuation and Consulting Limited (the "**Valuer**"). A detailed valuation report has been included in Appendix I to the Circular.

We have reviewed the Asset Disposal Agreement dated 14 August 2015 entered into by the Fujian Start and the Vendor in respect of the sale and purchase of the 17% equity interest in the Target Company, which is part and parcel of the Asset Reorganization and confirmed that the Consideration is the same as the original cost.

As stated in the Letter from the Board, since the Asset Reorganization involves a number of transactions (acquisition or disposal of assets) between the Vendor and Fujian Start, which are bundled and cannot be separated in the view of Fujian Start, the Company is unable to enter into agreement with Fujian Start directly for the Acquisition. Given that the Consideration is determined with reference to the original cost to the Vendor as stated in the Asset Disposal Agreement and the independent valuation of the 17% equity interest in the Target Group, the Board therefore considers that it is fair and reasonable to the Company and the Shareholders as a whole for the Group to acquire the 17% equity interest in the Target Group from the Vendor instead of from the Fujian Start directly.

In assessing the Valuation, we have (i) interviewed the Valuer as to its expertise and independence and we have obtained knowledge about the qualification and experience of the Valuer; (ii) discussed with the Valuer and also with the management team of the Group regarding any of its interest in the Group and its respective connected persons which might affect its independence in relation to the Valuation; and (iii) reviewed the terms and the scope of work of the engagement as to its appropriateness and whether there are any limitations on the scope of work which might have an adverse impact on the degree of assurance given by the Valuation.

In addition, we have discussed with the Valuer regarding the methodology, basis and assumptions adopted for the Valuation. We understand that three common valuation approaches namely the cost approach, the market approach and the income approach, have been considered. Given (i) the cost approach was not appropriate because it ignores the economic benefits of ownership of the business; and (ii) the income approach was not appropriate because many assumptions and justifications are involved in the profit forecast, the Valuer therefore relied solely on the market approach in the Valuation. Market approach provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available.

We have reviewed the selection criteria used in the Valuation. Given that only companies engaging in similar business segments in similar geographic regions and being publicly listed either in Hong Kong or elsewhere are selected, we consider that the selection criteria are able to produce a Valuation which is of high reference value. We have also checked the background of the selected comparables, in particular their principal business activities and the major geographic regions of their businesses, without any exception being noted, we therefore consider that such comparables are fair and relevant for comparison purpose.

We have also assessed the assumptions used in the Valuation, in particular the weightings for the price-to-earnings (P/E) and enterprise value-to-earnings before interest, taxes, depreciation and amortization (EV/EBITDA) and the lack of marketability discount, to ascertain their fairness and reasonableness. We have interviewed and discussed with the Valuer on the rationale for determining (i) the equal weightings of P/E multiples and EV/EBITDA multiples, (ii) 25% as the lack of marketability discount, and (iii) other assumptions used in the Valuation. We have obtained and reviewed the relevant information from the Valuer, including the valuations in other similar transactions and the overseas studies which are referenced to determine the lack of marketability discount, and we concur with the rationale provided by the Valuer. Based on the above assessments, we consider that the assumptions used in the Valuation (including the valuation multiples used and the lack of marketability discount) are normal and acceptable. However, Shareholders should note that since the Valuation involves various basis and assumptions, it may or may not accurately reflect the true market value of the Target Group.

Based on the above, we are of the view that the valuation methodology, basis and assumptions being adopted are fair and reasonable.

We note that there is a premium of the Consideration to the 17% interest of the net asset value of the Target Group of approximately HK$281 million as at 30 June 2015 (i.e. approximately HK$48 million). Nevertheless, we are of the view that the Consideration are fair and reasonable, after taking into account that (i) the historical financial record of the Target Group demonstrates the ability to generate revenue and profit; (ii) the net asset value of the Target Group has been growing significantly from approximately HK$215 million as at 31 December 2013 to approximately HK$281 million as at 30 June 2015; (iii) the future prospects of the Target Group remain positive; and (iv) the Consideration is determined with reference to the original cost for the Vendor to acquire 17% equity interest in the Target Company under the Asset Reorganization and the Valuation and such Valuation is considered fair and reasonable after our assessments.

VI. Possible financial effects of the Acquisition

According to the 2015 Interim Report, the consolidated net assets of the Company, was approximately HK$2,241.590 million, and the consolidated net assets of the Target Group, based on the unaudited management accounts for 1H2015, was approximately HK$280.856 million. Since the Target Company and its subsidiaries are the subsidiaries of the Group prior to the Completion, their assets and liabilities have been and will continue to be consolidated into the accounts of the Group before and after the Completion. However, due to the cash payment for the Consideration, the net asset value of the Group is expected to decrease upon Completion.

According to the 2014 Annual Report and the 2015 Interim Report, the revenue of the Group amounted to approximately HK$525.517 million for FY2014 and approximately HK$287.771 million for 1H2015. As the income of the Target Group had been already consolidated to the income statement of the Group, the Acquisition is expected to have no material impact on the future earnings of the Group. However, profit attributable to the owners of the Company is expected to increase upon Completion. The actual financial effect of the Acquisition to the Group upon Completion will only be ascertained based on the financial positions of the Target Company and the Target Group on the completion date.

According to the Letter from the Board, the Consideration, in an amount of approximately RMB52.37 million (equivalent to approximately HK$63.89 million), will be settled in cash through internal resources. According to the 2015 Interim Report, the Group has cash and cash equivalent of approximately HK$118.56 million as at 30 June 2015. In addition, since October 2015, the Group has announced (i) the placing of HK$200.00 million 6% senior bonds due 2017, the first tranche of which amounting to HK$112.50 million has been completed on 30 October 2015 and the second tranche of which amounting to HK$87.50 million has been completed on 23 November 2015 and (ii) the placing of new shares with net proceeds of approximately HK$282.44 million, which has been completed on 10 November 2015. Having considered the cash position as of 30 June 2015 and subsequent fund raising activities of the Group, we consider that the payment for the Acquisition will not materially affect the cash position and the working capital of the Group.

Based on the aforementioned financial effects of the Acquisition on the Company, in particular, the positive impact on the profit attributable to the owners of the Company and the impact on the cash position of the Group following Completion, we consider that the Acquisition is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

RECOMMENDATION

Having taken into account (i) the profitable track record of the Target Group and its future prospects; (ii) reasons and benefits of the Acquisition; and (iii) the fairness and reasonableness of the Valuation, we are of the view that the terms of the Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole.

Accordingly, we would recommend the Independent Shareholders and the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the upcoming EGM to approve the Agreement and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
INCU Corporate Finance Limited
Gina Leung
Managing Director

Ms. Gina Leung is a licensed person registered with the SFC and a responsible officer of INCU Corporate Finance Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. She has over 20 years of experience in the corporate finance industry and has participated in the provision of independent financial advisory services for various transactions involving companies listed in Hong Kong.

The following is the text of a report prepared for the purpose of incorporation in this circular received from APAC Asset Valuation and Consulting Limited, an independent valuer, in connection with its valuation as at 31 August 2015.

APAC Asset Valuation and Consulting Limited
Unit 07-08, 17/F, Loon Kee Building, 267 – 275 Des Voeux Road Central, Hong Kong
T: (852) 2357 0085
F: (852) 2951 0799

The Directors
Rentian Technology Holdings Limited
Suites 2001 & 2002, AIA Central,
1 Connaught Road Central,
Hong Kong

27 November 2015

Dear Sirs,

VALUATION OF 17% EQUITY INTEREST IN FUJIAN START COMPUTER EQUIPMENT COMPANY LIMITED（福建實達電腦設備有限公司）AND ITS SUBSIDIARIES

Pursuant to the terms, conditions and purpose of an engagement agreement, we have assisted Rentian Technology Holdings Limited (the "Company") in the valuation analysis ("Valuation") to determine the Market Value (to be defined below) of 17% equity interest in Fujian Start Computer Equipment Company Limited（福建實達電腦設備有限公司）and its subsidiaries (the "Target Group") as at 31 August 2015 (the "Valuation Date").

Purpose of Valuation

The purpose of this valuation is to assist the Company in the determination of Market Value of the Target Group based on the historical financial information, underlying assumptions and information provided by the management of the Target Group and the Company for public documentation reference purpose. No third party shall have the right of reliance on this report and neither receipt nor possession of this report by any third party shall create any express or implied third-party beneficiary rights.

We relied upon completeness, accuracy and fair representation of operational, financial information and business plans in relation to the Target Group provided by the management of the Company.

The intended use of the Valuation is to serve as basis for the compliance and internal reference purpose. The ultimate transaction, if happens, and the corresponding acquisition prices would be the results of negotiations between the transacting parties. The responsibility for determining the agreed acquisition price of the Target Group rests solely with the Company. The results of our analysis should not be construed to be a fairness opinion, solvency opinion or an investment recommendation. It is inappropriate to use our valuation report for purpose other than its intended use or by third parties. These third parties should conduct their own investigation and independent assessment of the Valuation and underlying assumptions.

Standard of Value

Our valuation is our opinion of the Market Value which is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Premise of Value

This report is prepared using the premise that the subject Target Group is a going concern. This means that it is presumed that in the future, the assemblage of assets, resources and income producing items will continue to generate cash flow.

Brief Description of the Target Group

The Target Group was incorporated in the People's Republic of China (the "PRC") with registered capital of RMB148.1818 million and is principally engaged in design, manufacturing and distribution of printers, terminals and computers and point-of-sale (POS) electronic products and provision of related services under its own brand name "Start" in the PRC.

Currently, the Target Group is owned as to 69.29%, 13.71% and 17% by Wealth Global Investment Limited, Qingdao Jiahuasheng Investment Consulting Co. Ltd. and Fujian Start Group Company Limited respectively.

It has two non wholly-owned subsidiaries, a 75% equity interest in Fujian Start Information Technology Co. Ltd. (福建實達資訊科技有限公司, "FSIT") and 76.9231% equity interest in Jiangsu Start Dima Data Processing Co. Ltd. (江蘇實達迪美數據處理有限公司, "Jiangsu Dima"). FSIT was established in the PRC on 13 May 2004 as a sino-foreign equity joint venture company and Jiangsu Dima was incorporated in the PRC as a limited company on 19 January 2009.

Economic Overview

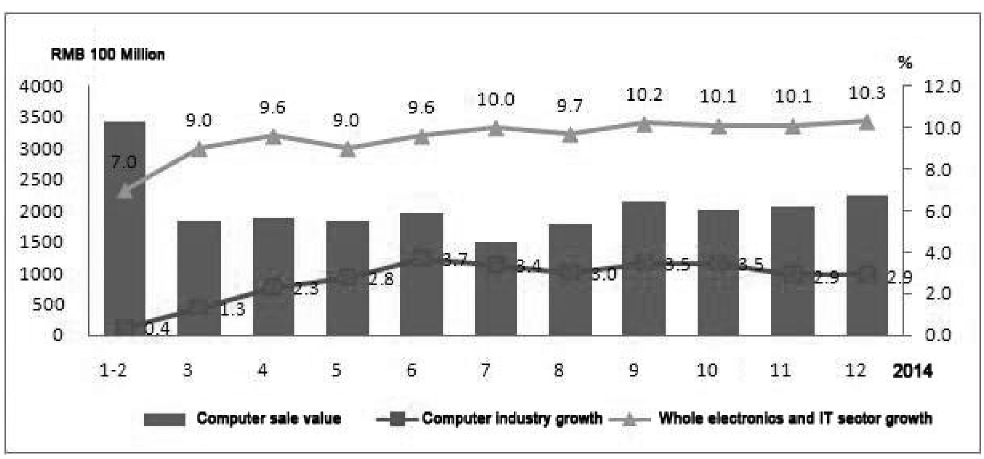
China is the second-largest economy in the world, and is the top destination for many international firms looking to grow. According to the National Bureau of Statistics of China, the nominal gross domestic product ("GDP") of China in first half of 2015 was RMB31,418 billion, an increase of 6.9% over last year. The average annual urban per capita disposal income in first half of 2015 was up to 15,698, an increase of 8.1% over last year.

Over the past decade from 2005 to 2014, compound annual growth rate of nominal GDP in China was approximately 13% and the compound annual growth rate of average annual urban per capita disposal income was 10.6%. Although the growth rate in China slowed down recently, the growth rate in GDP is still at the top tier over the world.

Industry Overview

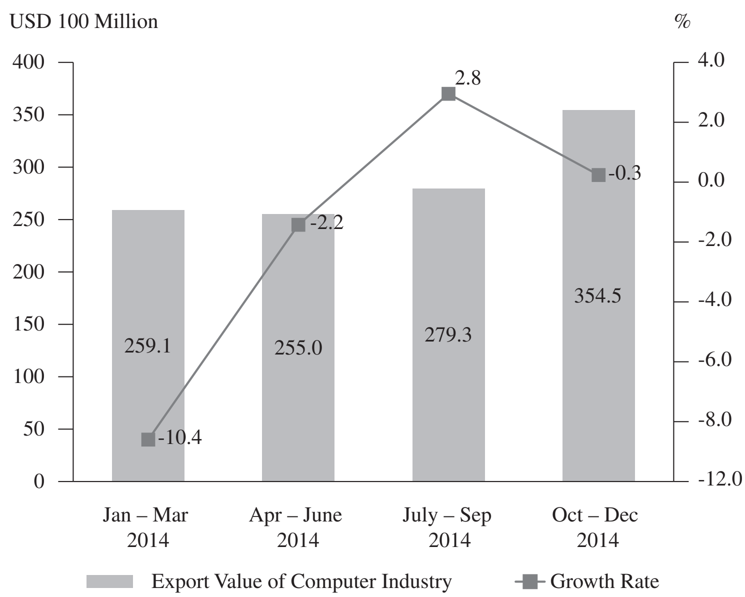
China produced 351 million units of microcomputer in 2014, down 0.8% year on year. In a breakdown, the output of laptop PCs declined 5.5% year on year to 227 million units. The computer industry reaped RMB2,272.9 billion of sales value, up 2.9% year on year. The growth was 7.4% lower than that of the whole electronics and IT sector and 2.6% lower than in 2013.

The following chart (chart 1) shows the year-on-year growth of China's computer sales value in 2014.



China's computer industry recorded 114.78 billion US dollars of microcomputer export value in 2014, down 2.5% year on year. The decrease was 1.2% larger than that in 2013. Among the total export volume, 53.8% were tablet PCs, which contributed only 28.6% to the total export value.

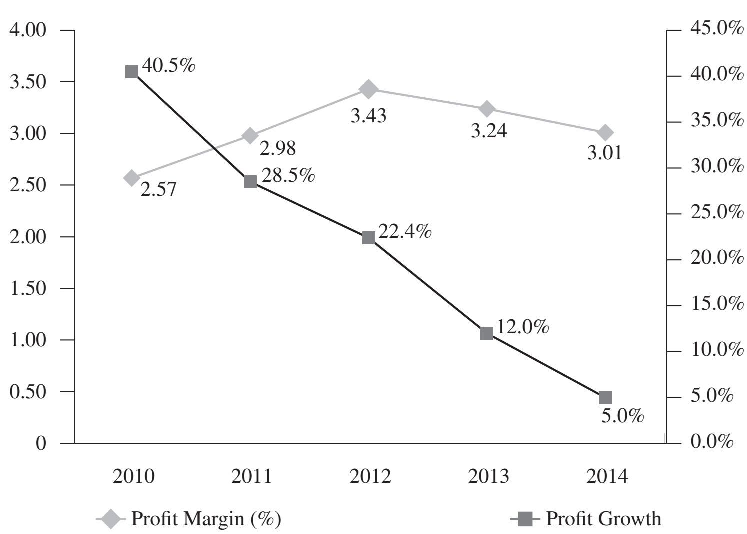
The following chart (chart 2) shows the export value of China's computer industry in 2014.



China's computer industry reaped RMB2,322.2 billion of main operating revenue in 2014, up 2.7% year on year. The growth was 2.7% lower than in 2013. The net profit was RMB69.96 billion, up 5% year on year. The growth was 7% lower than in the previous year.

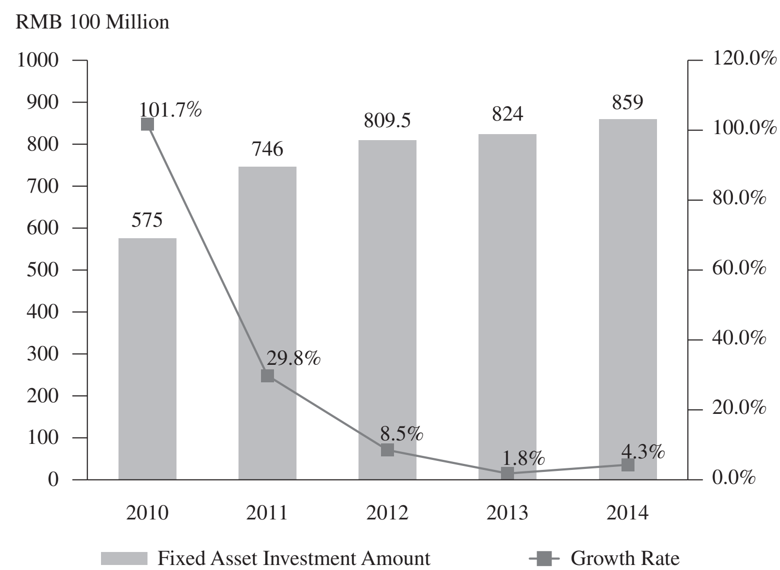
The industry's saw its cost per RMB100 of operating revenue reach RMB95.6, RMB2.6 more than in 2013 and RMB7.2 more than the average of the whole electronics and IT sector. Its sales profit margin was 3%, 0.2% lower than in 2013 and 1.9% lower than the average of the whole electronics and IT sector.

The following chart (chart 3) shows the profit margin of China's computer industry in 2010-2014.



China's computer industry completed fixed-asset investment of RMB85.9 billion, up 4.3% year on year. The growth was 2.5% higher than in 2013 but 7.1% lower than the average of the whole electronics and IT sector. The investment in the complete machine field dropped 34.6% year on year; while that in the parts manufacturing field grew 34.1% year on year.

The following chart (chart 4) shows the fixed-asset investment completed by China's computer industry in 2010-2014.



Sources: *Ministry of Industry and Information Technology of the PRC*

Valuation Methodology and Basis

We have conducted the Valuation in accordance with the International Valuation Standard. The valuation procedures employed include an assessment of key assumptions, estimates, and representations made by the proprietor or the operator of the Target Group. All matters we consider essential to the proper understanding of the Valuation are disclosed in our valuation report.

We have been furnished with the information in respect of the Target Group provided by the Target Group and the Company. We have relied substantially on the information provided in the Valuation. The information included, but not limited to, the following:

- Background of the Target Group and relevant corporate information;
- Historical financial information of the Target Group;
- Bloomberg database and other sources of market data;
- The business risks of the Target Group;
- Relevant licenses and agreements; and
- The economic outlook in general and the specific economic environment and market elements affecting the business, industry and market.

We have assumed that the data and information we obtained in the course of the Valuation, along with the opinions and representations provided to us by the Target Group and the Company are true and accurate and accepted them without independent verification.

In arriving at our assessed value, we have considered three generally accepted approaches: market approach, cost approach and income approach.

Market approach: provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available.

Cost approach: provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction.

Income approach: provides an indication of value by converting future cash flows to a single current capital value.

In this valuation, the cost approach is not appropriate as it ignores the economic benefits of ownership of the business. The income approach is also not appropriate as many assumptions and justifications are involved in the profit forecast. We have therefore relied solely on the market approach in the Valuation.

Selection of Valuation Multiples

In our valuation, we have considered various commonly used valuation multiples, including (i) price to earnings ("P/E"); (ii) price to sales ("P/S"); (iii) price to net book value ("P/B"); and (iv) enterprise value to earnings before interest, tax, depreciation and amortization ("EV/EBITDA"). Based on the nature of the subject businesses, we consider that P/E and EV/EBITDA multiples are the most appropriate in this valuation and therefore have been adopted. The multiples selection assessments are as follows:

P/S multiple ignores the cost structure of a company and hence the profitability of a company, which is critical in reflecting the market value of the equity interests. Such multiple was not suitable in our valuation.

P/B multiple is usually adopted in the valuation of asset-intensive companies. However, it does not take into consideration of the value contributed by the intangible assets. Therefore, it is not appropriate in this valuation as the Target Group has a significant number of intangible assets including trademarks, patents and copyrights etc.

We consider P/E and EV/EBITDA multiples as the most relevant and therefore have been adopted in our valuation as: (i) P/E is the most commonly used valuation multiple and earnings is the one of the most direct driver of equity value; and (ii) EV/EBITDA takes into account of difference in capital structures of different companies.

We have adopted the market approach known as the P/E and EV/EBITDA multiple methodologies to assess the Market Value of the Target Group. Under this methodology, Market Value is determined by multiplying the net income and EBITDA of the Target Group to a multiplier called P/E multiple and EV/EBITDA multiple respectively with regard to the risks and nature of the business. In estimating the P/E and EV/EBITDA, reference has been made to the historical operating results of some companies with similar business nature and whose ownership interests are publicly trades.

For the purpose of our valuation, we have also derived the Fair Value of the Target Group based on the available information and presently prevailing operating conditions of the business and by taking into consideration other pertinent factors which basically include the followings:

– the market and the business risks of the Target Group;

– the general economic outlook as well as specific investment environment for the Target Group;

– the nature and current financial status of the Target Group;

– the historical performance of the Target Group; and

– the assumptions as stated in the Assumptions of this report.

Identification of suitable comparable companies

We have identified relevant comparable companies listed on the stock exchange in different countries. The selection criteria are: (i) principally engaged in the business in relation to one of four product segments – printer, computer and terminals, POS products and IT services: (ii) the major income comes from the PRC or/and Asia; (iii) the comparable company's information must be publicly available; and (iv) other qualitative factors such as adequate historical data, no long suspension period, etc, and we considered that the following companies fulfilled these criteria. The P/E and EV/EBITDA ratios of comparable companies included in our valuation were as follows:

		As at 31 August 2015	
Name and Stock Code	**Listing location**	**P/E**	**EV/EBITDA**
Jolimark Holdings Limited (2028.HK)	Hong Kong	8.39	4.38
Lenovo Group Limited (992.HK)	Hong Kong	11.00	5.33
PAX Global Technology Limited (327.HK)	Hong Kong	15.97	11.51
Leo Systems Inc. (5410.TT)	Taiwan	9.30	5.21
Partner Tech Corp. (3097.TT)	Taiwan	15.46	7.05
Seiko Epson Corporation (6724.JT)	Japan	10.28	5.34
Median		**10.64**	**5.33**
Average		**11.73**	**6.47**

Source: Bloomberg

The median multiples of the comparable companies are commonly adopted in general valuation practice to avoid the outlier impact of the comparable companies. The median multiples were adopted and we considered it was fair and appropriate in our valuation.

Lack of Marketability Discount

In general, the privately held companies are not readily marketable and convertible into cash if the owner sell it compared with publicly held companies. The lack of marketability discount will be considered in the privately held company in the valuation.

We have considered various research studies, including William L. Silber, "Discounts on Restricted Stock: The Impact of Illiquidity on Stock Prices" (1991), Lance S. Hall and Timothy C. Polacek, "Strategies for Obtaining the Largest Valuation Discounts" (1994), B. A. Johnson, "Quantitative Support for Discounts for Lack of Marketability" (1999) and FMV Opinions Inc., "The FMV Restricted Stock Study" (2001) regarding restricted stock in developed overseas markets.

The above restricted stock studies examined transactions in the shares of public companies to gauge the impact of the absence of marketability on shares of closely held businesses.

Restricted stock is stock of a publicly traded company that is restricted from trading for a specific period of time. It is identical to the publicly traded stock except that it is not freely traded. Although restricted stock cannot be sold in the public markets, it can be sold in private transactions.

The difference in the value between restricted stock and the public traded company suggested a discount for lack of marketability for privately controlled ownership interest was approximately 25% on average according to the above studies. As the companies involved in the studies belong to different industries and several studies have been considered, we considered that it is fair and appropriate to adopt such lack of marketability discount in our valuation.

Minority Discount

As the valuation determined from market approach reflects value from a minority shareholder's viewpoint, no further discount is required to consider in our valuation to determine 17% equity interest in the Target Group, which is also a minority interest.

We have been provided with extracts of copies of relevant documents and financial information relating to the Target Group. We have relied upon the aforesaid information in forming our opinion of Market Value. However, we have not inspected the original documents to ascertain any amendments which may not appear on the copies handed to us. We have no reason to doubt the truth and accuracy of the said information which is material to the valuation. We have also been advised by the Target Group and the Company that no material facts have been omitted from the information provided. We have also made relevant inquiries and obtained further information as considered necessary for the purpose of this valuation.

While we have exercised our professional knowledge and cautions in adopting assumptions and other relevant key factors in our valuation, those factors and assumptions are still vulnerable to the change of the business, economic environment, competitive uncertainties or any other abrupt alternations of external factors.

ASSUMPTIONS

Notwithstanding the incorporation of foreseeable changes in our valuation, a number of assumptions have been made in the preparation of the reported assessed figures. The assumptions are:

- We have assumed that the accuracy of financial and operational information provided to us by the Target Group and the Company and relied to a considerable extent on such information in arriving at our opinion of value;
- We have assumed that there are no hidden or unexpected conditions associated with the assets valued that might adversely affect the reported value;
- There will be no major changes in existing political, legal, fiscal or economic conditions in the country or district where the business is in operation;
- There will be no major changes in the current taxation law in the areas in which the Target Group carries on its business, that the rate of tax payable remains unchanged and that all applicable laws and regulations will be complied with;
- The inflation, interest rates and currency exchange rate will not differ materially from those presently prevailing;
- The Target Group will retain their key management and technical personnel to maintain their ongoing operations;
- There will be no major business disruptions through international crisis, industrial disputes, industrial accidents or severe weather conditions that will affect the existing business;
- The Target Group will remain free from claims and litigation against the business or its customers that will have a material impact on value;
- The Target Group are unaffected by any statutory notice and the operation of the business gives, or will give, no rise to a contravention of any statutory requirements;
- The businesses are not subject to any unusual or onerous restrictions or encumbrances; and
- The potential bad debt of the Target Group will not materially affect their business operations.

LIMITING CONDITIONS

We have to a considerable extent relied on the financial data and other related information provided by the Target Group and the Company. We are not in a position to comment on the lawfulness of the business.

In accordance with our standard practice, we must state that this report and valuation is for the use only of the party to whom it is addressed and no responsibility is accepted to any third party for the whole or any part of its contents.

MANAGEMENT CONFIRMATION OF FACTS

A draft of this report and our calculation has been sent to management of the Target Group and the Company. They have reviewed and orally confirmed to us that facts as stated in this report and calculation are accurate in all material respects and that they are not aware of any material matters relevant to our engagement which have been excluded.

REMARKS

Unless otherwise stated, all money amounts are stated in Renminbi.

We hereby confirm that we have neither present nor prospective interest in the Company, subsidiaries and associated companies, or the value reported herein.

The conclusion of value is based on accepted valuation procedures and practices that rely on substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and other relevant factors are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Group, the Company and us.

OPINION OF THE VALUE

Based on the investigation and analysis stated above and on the method employed, we are of the opinion that Market Value of 17% equity interest in the Target Group as at 31 August 2015 was reasonably stated by the amount of RMB55 million. The summary of valuation was enclosed.

Yours faithfully,
For and on behalf of
APAC Asset Valuation and Consulting Limited

S.C. Tsoi
MFin ICVS
Director

Notes: Mr. S.C. Tsoi is the master of finance holder and the International Certified Valuation Specialist. He has over 10 years of professional experiences in banking, finance, investment consulting, financial analysis and valuation. His valuation experience covers Hong Kong, Mainland China, Taiwan other overseas countries in different industries, including IT, retail, manufacturing, trading, mining, etc.

SUMMARY OF VALUATION

Valuation Multiples adopted		**P/E**	**EV/EBITDA**
Median of multiples of comparable companies	A	10.64	5.33
Actual results (after minority interest) for 12 months ending 30 June 2015 *(RMB'000)*	B	47,503	62,537
Business enterprise value (after minority interest) *(RMB'000)*	C = A x B	NA	333,000
Less: Debt of the Target Group as at 30 June 2015 *(RMB'000)*	D	NA	65,000
Add: Cash and cash equivalents of the Target Group as at 30 June 2015 *(RMB'000)*	E	NA	84,691
Equity Value* *(RMB'000)*	C – D + E	505,000	353,000
Weightings**		50%	50%
Equity Value of the Target Group before lack of marketability discount *(RMB'000)*		429,000	
Lack of marketability discount		25%	
Equity Value of the Target Group after lack of marketability discount *(RMB'000)*		322,000	
17% equity interest in the Target Group *(RMB'000)*		55,000	

* *Equity Value = Business Enterprise Value (after minority interest) – Debt + Surplus Cash*

** *As we considered that P/E multiples and EV/EBITDA multiples are equally important to determine the equity value of the Target Group, 50% weighting was applied to each multiple and it was commonly considered in the market.*

MR. CHIN HON SIANG

Independent non-executive Director

Mr. Chin, aged 45, joined the Company in October 2015. Mr. Chin holds a Bachelor of Commerce Degree from Monash University and he is a member of CPA Australia. He has over 15 years of experience in external auditing, merger and acquisition and corporate finance. He served as the Chief Financial Officer of Asia Green Agriculture Group Limited, a company formerly listed on Over the Counter Bulletin Board in the United States of America (stock code: AGAC), from September 2012 to August 2015, the Chief Finance Manager of Dukang Distillers Holdings Limited, a company listed on Singapore Exchange (stock code: GJ8) and Taiwan Stock Exchange Corporation (stock code: 911616), from May 2010 to March 2012 and the Chief Financial Officer of United Food Holdings Limited, a company listed on Singapore Exchange (stock code: AZR), from September 2002 to April 2010.

Save as disclosed above, Mr. Chin does not hold any directorship in other listed companies in the last three years prior to his appointment as an independent non-executive Director of the Company. Mr. Chin is entitled to receive an annual remuneration of HK$240,000 with reference to his duties, responsibilities and the prevailing market conditions. He has not entered into any written service contract with the Company.

Mr. Chin has confirmed his independence from the Company pursuant to Rule 3.13 of the Listing Rules and is not connected with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules), Mr. Chin does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there is no information relating to Mr. Chin that is required to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention to the Shareholders in relation to the proposed re-election of Mr. Chin.

1. 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 Group. 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.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of the Directors and chief executives in the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company, including their respective associates in the equity or equity securities of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under the provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers had been notified to the Company and the Stock Exchange were as follows:

(i) Interest in Shares:

Name	Capacity	Number of Shares held	Aggregate interests	Percentage of the Company's issued share capital *(%)*
Yang Xiaoying *(Note)*	Interest of controlled corporation	210,000,000	210,000,000	2.58

Note: Toplap International Limited, the beneficial owner of the 210,000,000 Shares, is 90% owned by Ms. Yang Xiaoying.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any interest in the relevant securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Director and the chief executives of the Company, including their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under the provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, none of the Directors was a director or an employee of a company which had an interest or short position in the Shares and underlying Shares of the Company would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(b) Interests and short position of the substantial shareholders

As at the Latest Practicable Date, so far as is known to the Directors, the persons or entities who had an interest or a short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a member of the Group, or in any options in respect of such share capital were as follows:

Interest in Shares

Name of Shareholder	Capacity/ Nature of interest	Number of Shares interested or deemed to be interested	Percentage of the Company's issued share capital *(%)*
Mr. King Pak Fu ("**Mr. King**")	Interest in controlled corporations	5,207,933,350	64.01

Note: Mr. King is interested in the share capital of the Company through his wholly-owned companies Mystery Idea Limited and Better Joint Venture Limited, being the beneficial owner of 5,116,673,350 Shares and 11,260,000 Shares respectively and through Carnival Group International Holdings Limited, being the beneficial owner of 80,000,000 Shares. Carnival Group International Holdings Limited is 74.74% indirectly owned by Mr. King.

3. DIRECTORS' INTERESTS IN CONTRACT OR ARRANGEMENT

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement which was subsisting and significant in relation to the business of the Group.

4. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any interest, either directly or indirectly, in any asset which had been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2014, the date to which the latest published audited consolidated financial statements of the Company were made up.

5. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, none of the Directors or their respective associates was interested in any business which competes or is likely to compete, either directly or indirectly, with business of the Group.

6. SERVICE CONTRACT

Ms. Yang Xiaoying has entered into a service contract with the Company on 16 June 2014. The service contract was effective from 26 August 2014, which may be terminated by either party thereto by giving to the other party three month's prior notice in writing and has no expiration date.

Ms. Yang Xiaoying is entitled to a director's fee of HK$104,167 per month and the Company will bear the salaries tax arises from this service contract in Hong Kong by Ms. Yang Xiaoying.

As at the Latest Practicable Date, none of the Directors is entitled to any variable remuneration under the Directors' respective appointment letters.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any other member of the Group save for those expiring or determinable by the relevant employer within one year without payment of any compensation (other than statutory compensation).

7. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014 (being the date to which the latest published audited consolidated accounts of the Company were made up).

8. EXPERTS' QUALIFICATIONS AND CONSENTS

The following is the qualification of the experts who have been named in this circular or have given their opinion or advice which is contained in this circular:

Name	Qualification
APAC Asset Valuation and Consulting Limited ("**APAC**")	Independent valuer
INCU	A licensed corporation permitted to carry out type 6 (advising on corporate finance) regulated activity under the SFO

Each of APAC and INCU has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of their letter and report (as the case may be) and references to their names, in the form and context in which they appear.

As at the Latest Practicable Date, each of APAC and INCU:

(i) was not beneficially interested in the share capital of any member of the Group;

(ii) did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and

(iii) did not have any interest, either directly or indirectly, in any asset which had been acquired or disposed of by or leased to any member of the Group or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2014 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Suites 2001 & 2002, 20/F., AIA Central, 1 Connaught Road Central, Hong Kong up to and including the date of the EGM:

(a) the letter from the Independent Board Committee, the text of which is set out on pages 13 to 14 of this circular;

(b) the letter of advice from INCU, the text of which is set out on pages 15 to 28 of this circular;

(c) the valuation report of APAC Asset Valuation and Consulting Limited as set out in Appendix I of this circular;

(d) the written consents referred to in the paragraph headed "Experts' qualifications and consents" in this appendix;

(e) the services contracts referred to in the paragraph headed "6. Service Contract" in this appendix;

(f) the Agreement; and

(g) this circular.

10. MISCELLANEOUS

In the event of inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text thereof.

RENTIAN TECHNOLOGY HOLDINGS LIMITED
仁天科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00885)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Rentian Technology Holdings Limited ("**Company**") will be held at Suites 1801-1802, 18th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong at 10:30 a.m. on Monday, 14 December 2015 for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

(1) "**THAT** the agreement dated 6 November 2015 (the "**Agreement**") entered into between Wealth Global Investment Limited, an indirect wholly-owned subsidiary of the Company, as purchaser and Beijing Advanced Property Co., Ltd. as vendor in relation to the acquisition of the 17% equity interest of Fujian Start Computer Equipment Co. Limited (a copy of which is marked "A" and signed by the Chairman of the meeting for identification purpose has been tabled at the meeting) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and any one of the directors of the Company be and is hereby authorized to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated thereunder (with any amendments to the terms of the Agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company)."

(2) "**THAT** Mr. Chin Hon Siang be re-elected as an independent non-executive director of the Company."

By Order of the Board
Rentian Technology Holdings Limited
Choi Chi Fai
Executive Director

Hong Kong, 27 November 2015

* *For identification purpose only*

Registered Office:
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands
British West Indies

Head office and principal place of business in Hong Kong:
Suites 2001 & 2002, 20/F.
AIA Central
1 Connaught Road Central
Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting, and in default the instrument of proxy shall not be treated as valid.

4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (http://www.hkexnews.hk) and the Company's website (http://www.rentiantech.com) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises the following members:–

Executive Directors
Ms. Yang Xiaoying
(Chief Executive Officer)
Mr. Tsang To
Mr. Choi Chi Fai

Independent Non-executive Directors
Mr. Pak William Eui Won
Mr. Zhang Xiaoman
Mr. Chin Hon Siang