
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 stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **RENHENG Enterprise Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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RENHENG ENTERPRISE HOLDINGS LIMITED

仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3628)

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE OF SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company to be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 12 May 2014 at 9:30 a.m. is set out on pages 14 to 17 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the proxy form and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) if you so wish.

31 March 2014

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DEFINITIONS

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

| | |
|---------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 12 May 2014 at 9:30 a.m., or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company, as amended from time to time, and “Article” shall mean an article thereof |
| “Baoying Renheng” | 寶應仁恒實業有限公司 (Bao Ying Ren Heng Industrial Co., Ltd.), a wholly foreign owned company incorporated in the People’s Republic of China on 1 November 2001, and an indirect wholly-owned subsidiary of the Company |
| “Board” | the board of Directors |
| “Company” | RENHENG Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 3628) and were formerly listed on the GEM before 25 November 2013 |
| “Director(s)” | the directors of the Company |
| “GEM” | Growth Enterprise Market of the Stock Exchange |
| “General Mandate” | the general mandate proposed to be granted to the Directors at AGM to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution by the Shareholders |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 25 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |

DEFINITIONS

| | |
|-------------------------------|---|
| “Notice” | the notice of the AGM set out on pages 14 to 17 of this circular |
| “Pre-IPO Share Option Scheme” | the pre-IPO share option scheme adopted by the Company on 20 October 2011 |
| “Repurchase Mandate” | the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution by the Shareholders |
| “Shareholder(s)” | registered holder(s) of the Share(s) in issue |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD



RENHENG ENTERPRISE HOLDINGS LIMITED

仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 3628)

Directors:

Executive Directors

Mr. Wei Sheng Peng (*Chairman*)
Ms. Liu Li
Mr. Sun Zhaohui (*Chief Executive Officer*)

Independent Non-Executive Directors

Mr. Tam Yuk Sang, Sammy
Mr. Wong Yiu Kit
Mr. Kong Hing Yi

Registered Office

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

***Head Office and Principal Place
of Business in Hong Kong***

Room 3805, 38/F
Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

31 March 2014

Dear Shareholder(s),

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE OF SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the following resolutions to be proposed at the AGM:

- (a) granting of the General Mandate and the Repurchase Mandate;
- (b) re-election of the retiring Directors;
- (c) approving other ordinary businesses to be considered at the AGM, including, among others, the approval and adoption of the audited financial statements and reports of the Directors and auditors of the Company for the year ended 31

LETTER FROM THE BOARD

December 2013, the fixing of Directors' remuneration, the appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration; and

- (d) to serve the notice of the AGM.

PROPOSED GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the annual general meeting of the Company held on 9 May 2013, the Directors were granted a general mandate to allot, issue and deal with ordinary shares of HK\$0.01 each in the capital of the Company on the Stock Exchange. No shares have been issued under the mandate and the mandate will expire at the conclusion of the AGM.

It will be proposed at the AGM an ordinary resolution, which is set out in resolution no. 5(1) of the Notice granting the Directors a general mandate to allot, issue, and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of passing the resolution approving the General Mandate. The Directors wish to state that they have no immediate plan to issue Shares pursuant thereto.

In addition, the Board also proposed to extend the General Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

The Company has in issue an aggregate of 200,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the resolutions for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with a maximum of 40,000,000 Shares on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

LETTER FROM THE BOARD

Repurchase Mandate

At the annual general meeting of the Company held on 9 May 2013, the Directors were granted a general mandate to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares. No shares have been repurchased under the mandate and the mandate will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution, which is set out in resolution no. 5(2) of the Notice, will also be proposed to grant to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of passing the resolution approving the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 20,000,000 Shares.

An explanatory statement containing all information in relation to the Repurchase Mandate as required under rule 10.06(1) of the Listing Rules is set out in **Appendix I** to this circular.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises three executive Directors, namely Mr. Wei Sheng Peng, Ms. Liu Li and Mr. Sun Zhaohui and three independent non-executive Directors, namely Mr. Tam Yuk Sang, Sammy, Mr. Wong Yiu Kit and Mr. Kong Hing Ki.

In accordance with Article 16.18, at each annual general meeting, one-third, or, if their number is not three or a multiple of three, then the number nearest to one-third, of the Directors who have been longest in office since their last election by Shareholders in a general meeting shall retire from office. Accordingly, the executive Director, Mr. Sun Zhaohui (“**Mr. Sun**”), and independent non-executive Director, Mr. Tam Yuk Sang, Sammy (“**Mr. Tam**”), amongst the longest serving Directors, shall retire at AGM and being eligible, offer themselves for re-election.

Details of Directors proposed for re-election are set out in **Appendix II** to this circular.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 14 to 17 of this circular. Resolutions to be proposed at the AGM include, inter alia:

- (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate;
- (ii) approving the proposed re-election of the retiring Directors, namely Mr. Sun as an executive Director and Mr. Tam as an independent non-executive Director; and
- (iii) approving other ordinary businesses to be considered, including, among others, the approval of the audited financial statements and reports of the Directors and auditors of the Company, the fixing of Directors' remuneration, the appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration.

FORM OF PROXY

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share register of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. At the AGM, the chairman of the meeting will exercise his power under the Articles of Association to put all the resolutions set out in the Notice to the vote by way of poll. An announcement of the results of the poll will be made by the Company thereafter.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that the proposed General Mandate (including the extended General Mandate), the Repurchase Mandate and the proposed resolutions in respect of re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
RENHENG Enterprise Holdings Limited
Wei Sheng Peng
Chairman

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the proposed Repurchase Mandate. This explanatory statement contains all information pursuant to rule 10.06(1) of the Listing Rules and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to purchase a maximum of 20,000,000 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution, until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR PROPOSED REPURCHASES OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase may also be derived from the Company's available cash flow or internal resources.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account the current capital position of the Company, the Directors consider that, the exercise in full of the Repurchase Mandate to repurchase Shares might have an adverse impact on the working capital or gearing position of the Company (as compared with the positions disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2013). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have an adverse effect on the working capital or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate if it is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportional interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary Shares that carry a right to vote in all circumstances at general meetings of the Company:

| Name | Nature of Interest | Number of Shares held/ interested | Percentage (%) of shareholding interests |
|---|--|-----------------------------------|--|
| (1) LinkBest Capital Group Limited ("LinkBest") (Note 1) | Beneficial interest | 90,000,000 | 45% |
| (2) Open Venture Global Limited ("Open Venture") (Note 2) | Beneficial interest | 60,000,000 | 30% |
| (3) Wei Sheng Peng ("Mr. Wei") (Note 1) | Interest of a controlled corporation and family interest | 150,000,000 | 75% |
| (4) Liu Li ("Ms. Liu") (Note 2) | Interest of a controlled corporation and family interest | 150,000,000 | 75% |

Note 1: These 90,000,000 Shares are registered in the name of LinkBest, of which the entire issued share capital is wholly owned by Mr. Wei. Ms. Liu, as the spouse of Mr. Wei is deemed to be interested in these Shares.

Note 2: These 60,000,000 Shares are registered in the name of Open Venture, of which the entire issued share capital is wholly owned by Ms. Liu. Mr. Wei, as the spouse of Ms. Liu is deemed to be interested in these Shares.

As Mr. Wei and Ms. Liu are spouses, they are in aggregate interested in 150,000,000 Shares, representing 75% of the Shares issued by the Company. In the event that Repurchase Mandate is exercised in full, the aforesaid interest of (1) LinkBest; (2) Open Venture; (3) Mr. Wei; and (4) Ms. Liu in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to (1) 50%; (2) approximately 33.33%; (3) approximately 83.33%; and (4) approximately 83.33% respectively.

On the basis of the shareholding held by each substantial Shareholder as set out above, an exercise of the Repurchase Mandate in full may give rise to an obligation for LinkBest and Open Venture to make a mandatory offer under rule 26 and 32 of the Takeovers Code. However, the Company and the Directors have no current intention to exercise the Repurchase Mandate to such extent as would give rise to the obligation.

Save as disclosed above, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. REPURCHASES OF SHARES BY THE COMPANY

No purchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARES PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2013 | | |
| March | 1.25 | 1.20 |
| April | 1.30 | 1.20 |
| May | 1.46 | 1.22 |
| June | 1.28 | 1.23 |
| July | 1.24 | 1.16 |
| August | 1.23 | 1.10 |
| September | 1.25 | 1.14 |
| October | 1.22 | 1.09 |
| November | 1.35 | 1.15 |
| December | 1.18 | 0.87 |
| 2014 | | |
| January | 1.25 | 1.02 |
| February | 1.24 | 1.15 |
| March (up to the Latest Practicable Date) | 1.22 | 1.15 |

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

This appendix provides you with the biographical details of the Directors who will retire from their offices at the AGM and being, eligible, will offer themselves for re-election, at the AGM in accordance with the Articles of Association.

PROPOSED RE-ELECTION OF DIRECTORS

Mr. Sun Zhaohui (孫朝暉), aged 46, is an executive Director, the chief executive officer of the Company and the legal representative of Baoying Renheng. Mr. Sun was appointed as an executive Director with effect from 20 October 2011. Mr. Sun is primarily responsible for the overall management and corporate development, acquisition and strategy implementation of Baoying Renheng. He has accumulated no less than 13 years of experience in engineering field. Mr. Sun joined IPACS Asia Pte Ltd. as a senior engineer in October 1997, and subsequently took up the position of vice general manager of IPACS Computer System Engineering (Shanghai) Co. Ltd. in December 1999. Mr. Sun then worked as the general manager of Quantum Automation (Shanghai) Co., Ltd. for over 8 years from September 2001 to March 2010. Mr. Sun graduated with a bachelor's degree in engineering mechanics from Harbin Institute of Technology in July 1990.

Mr. Sun has entered into a service agreement with the Company as an executive Director for a term of 3 years commencing on 20 October 2011 and will be subject to the retirement by rotation and re-election provisions in the Articles of Association, and the appointment shall continue unless terminated by not less than three months' notice in writing served by either party on the other. Salary and allowances will be determined by the Board with reference to his contribution in terms of time, effort, experience and his expertise. Pursuant to the terms of his service agreement, Mr. Sun is entitled to HK\$540,000 basic salaries and allowances per year. Bonus will be paid at the absolute discretion of the Board after taking into account the operating results of the Group and the performance of the Directors.

As at the Latest Practicable Date, Mr. Sun is interested in 200,000 Shares, representing 0.10% of the issued share capital of the Company, through shares options granted under the Pre-IPO Share Option Scheme. Save as disclosed above, Mr. Sun does not hold any other interest or short position in the shares, underlying shares or debentures of the Company or its associate corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Tam Yuk Sany, Sammy (譚旭生), aged 50, is the independent non-executive Director and the chairman of the nomination committee, and a member of the remuneration committee and the audit committee of the Company. Mr. Tam was appointed as an independent non-executive Director with effect from 20 October 2011. He has over 27 years of experience in accounting, auditing and finance. He is currently president of Essentack Limited, a corporate strategy and management advisory company. He is an independent non-executive director and the audit committee chairman of Kith Holdings Limited (stock code: 01201), a company whose shares are listed on the Stock Exchange, an independent non-executive director of KEE Holdings Company Limited (stock code: 02011), a company whose shares are listed on the Stock Exchange, and also an independent non-executive director of Opes Asia Development Limited (Stock code: 00810), a company whose shares are listed on the Stock Exchange. Mr. Tam served as the chief financial officer of Ngai Lik

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Industrial Holdings Limited (stock code: 00332), a company whose shares are listed on the Stock Exchange, from August 1993 to January 2000 and general manager of Tom.com International Limited from February 2000 to July 2001. Mr. Tam was the chief financial officer of Chen Hsong Holdings Limited (stock code: 00057), a company whose shares are listed on the Stock Exchange, from 2001 to 2002. Mr. Tam was also an independent non-executive director of Ngai Lik Industrial Holdings Limited (stock code: 00332), a company whose shares are listed on the Stock Exchange, from 2004 to 2010, and an independent non-executive director of Long Success International (Holdings) Limited (stock code: 08017), a company whose shares are listed on GEM, from January 2013 to October 2013. Mr. Tam obtained from the Hong Kong Polytechnic University a professional diploma in accountancy in November 1986 and is a fellow of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Tam has entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years commencing on 20 October 2011 and will be subject to the retirement by rotation and re-election provisions in the Articles of Association, and the appointment shall continue unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Tam is entitled to receive an annual director's fee of HK\$120,000, which is determined based on the estimated time to be spent by him on the Company's matters. Save as disclosed, Mr. Tam is not entitled to any other emoluments for holding his office as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Tam does not hold any interest or short position in the shares, underlying shares or debentures of the Company or its associate corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Each of Mr. Sun and Mr. Tam does not hold any other position with the Company or other members of the Group. Saved as disclosed, each of Mr. Sun and Mr. Tam does not have any other major appointments or professional qualifications and has not held any position in other public companies listed on the Stock Exchange or any other securities market in the last three years. In addition, each of Mr. Sun and Mr. Tam does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company or any of their associates (as defined in the Listing Rules).

Save as disclosed above and to the best of the Board's knowledge, information and belief, having made all reasonable enquiries, there is no other information relating to the proposed re-election of the retiring Directors that needs to be disclosed pursuant to rule 13.51(2) of the Listing Rules nor the Board is aware of any other matters that need to be brought to the attention of the Shareholders in respect of the above proposed appointments.

NOTICE OF ANNUAL GENERAL MEETING



RENHENG ENTERPRISE HOLDINGS LIMITED

仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3628)

NOTICE IS HEREBY GIVEN that an annual general meeting of RENHENG Enterprise Holdings Limited (the “**Company**”) will be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 12 May 2014 at 9:30 a.m. for the purpose of considering the following resolutions:

AS ORDINARY BUSINESS

A. To consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions THAT:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2013.
2. To re-elect Mr. Sun Zhaohui as executive Director and Mr. Tam Yuk Sang, Sammy as independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix their remuneration.

AS SPECIAL BUSINESS

B. To consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

“**THAT:**

- 5(1) (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant whether conditionally or unconditionally, offers,

NOTICE OF ANNUAL GENERAL MEETING

agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the Directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5(1) (a) and (b), **otherwise than pursuant to** (i) a Right Issue (as hereinafter defined), (ii) the exercise of any rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are otherwise convertible into Shares, (iii) the exercise of any options granted under a share option scheme or similar arrangement of the Company for the time being adopted by the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares or any script dividend scheme or similar arrangement providing for the allotment and issue of Shares in accordance with the memorandum and articles of association of the Company in force from time to time, **shall not exceed the aggregate of:**
- (i) twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and
- (ii) subject to the passing of the resolution no.5(2), the nominal amount of any share capital repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of resolution no.5(2)),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of resolution nos. 5(1) and 5(2):

“**Relevant Period**” means the period from the time of the passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares and/or warrants on the respective registers of the Company on a fixed record date in proportion to their then holdings of such Shares and/or warrants (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).

- 5(2) (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinabove defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Future Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph 5(2)(a) of this resolution during the Relevant Period shall not exceed 10 per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the approval pursuant to paragraph 5(2)(a) of this resolution shall be limited accordingly.

By order of the Board
RENHENG Enterprise Holdings Limited
Wei Sheng Peng
Chairman

Hong Kong, 31 March 2014

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Notes:

1. Any shareholder of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a shareholder of the Company but must be present in person at the annual general meeting to represent the shareholder.
2. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
3. 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 Shares 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 of the Company in respect of such Share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
4. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting if he so wishes.
5. With respect to the resolution no.5(1), approval is being sought from shareholders of the Company for a general mandate to issue Shares to be given to the Directors. The Directors wish to state that they have no immediate intention to issue any new Shares. Approval is being sought from the shareholders of the Company as a general mandate for the purpose of compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the executive Directors are Mr. Wei Sheng Peng, Ms. Liu Li and Mr. Sun Zhaohui and the independent non-executive Directors are Mr. Tam Yuk Sang, Sammy, Mr. Wong Yiu Kit and Mr. Kong Hing Yi.