



# 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)

### FORM OF PROXY OF ANNUAL GENERAL MEETING

(or any adjournment thereof)

I/We <sup>a</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>b</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of RENHENG

Enterprise Holdings Limited (the “**Company**”) hereby appoint <sup>c</sup> the chairman of the meeting or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy at the annual general meeting (“**AGM**”) to be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 22 May 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM, or at any adjournment thereof and to vote on my/our behalf as indicated below.

	ORDINARY RESOLUTIONS	FOR <sup>d</sup>	AGAINST <sup>d</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the “ <b>Directors</b> ”) and auditors of the Company for the year ended 31 December 2014.		
2.	(a) To re-elect Mr. Xu Jiagui as an executive Director.		
	(b) To re-elect Mr. Wong Yiu Kit as independent non-executive Directors.		
	(c) To re-elect Mr. Kong Hing Ki as independent non-executive Directors.		
	(d) To re-elect Mr. Wu Wei as independent non-executive Directors.		
3.	To authorise the board of Directors (the “ <b>Board</b> ”) 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.		
5.	(1) To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company’s shares.		
	(2) To grant a general mandate to the Directors to repurchase the Company’s own shares.		

Signature <sup>e-h</sup>: \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Notes:**

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint another person other than the chairman of the meeting as your proxy, please strike out the words “the chairman of the meeting or” and insert in BLOCK CAPITALS the name and address the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION, PLEASE INDICATE WITH AN “X” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH AN “X” IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In the case of joint holding, this form of proxy may be signed by any joint holder, but if more than one of such joint holders be present at the AGM, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized in writing.
- To be valid, this 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs this form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.