
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 your licensed securities dealer, 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 form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected from transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**RENHENG ENTERPRISE HOLDINGS LIMITED****仁恒實業控股有限公司***(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8012)

**PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE
NEW SHARES AND REPURCHASE OF SHARES, RE-ELECTION OF
DIRECTORS, PROPOSED AMENDMENTS TO SHARE OPTION SCHEME,
ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

A 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 9 May 2013 at 9:30 a.m. is set out on pages 22 to 27 of this circular. A form of proxy 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 accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.renhengenterprise.com.

5 April 2013

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE
STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
General Mandate and Repurchase Mandate	5
Re-election of Directors	6
Proposed Amendments to the Share Option Scheme	7
Proposed Amendments to the Memorandum and Articles of Association and Adoption of the Amended and Restated Memorandum and Articles of Association	8
AGM and Proxy Arrangement	9
Responsibility Statement	10
Recommendation	10
General	10
Appendix I – Explanatory Statement	11
Appendix II – Details of Directors Proposed for Re-election	15
Appendix III – Details of Proposed Amendments to the Share Option Scheme	17
Appendix IV – Details of Proposed Amendments to the Memorandum and Articles of Association	18
Notice of Annual General Meeting	22

DEFINITIONS

In this circular, unless otherwise specified or required by the context, the following terms shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on 9 May 2013 at 9:30 a.m. to consider and, if thought fit, to approve, among other things, the resolutions contained in the notice of the meeting which is set out on pages 22 to 27 of this circular, or any adjournment thereof
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum of association and articles of association proposed to be adopted by the Company at the AGM
“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 PRC on 1 November 2001, and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors from time to time
“Cayman Companies Law”	The Companies Law (2012 Revision) of the Cayman Islands and any amendments, re-enactments thereof for the time being in force and includes every other law incorporated thereunder or substituted therefor
“Company”	RENHENG Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“General Mandate”	the general mandate proposed to be granted to the Directors at AGM 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 resolutions granting of such general mandate by the Shareholders

DEFINITIONS

“Group”	the Company and all its Subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region
“Latest Practicable Date”	28 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of 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
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, Main Board excludes GEM
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China
“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 resolutions granting of repurchase mandate by the Shareholders
“Shareholders”	holder(s) of Shares from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the Share Option Scheme of the Company as adopted by ordinary resolution of the Company on 20 October 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	the subsidiary(ies) of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Transfer of Listing”	transfer of listing of the Shares from GEM to Main Board pursuant to Chapter 9A of the Listing Rules
“%”	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: 8012)

Executive Directors:

Mr. Wei Sheng Peng

Ms. Liu Li

Mr. Sun Zhaohui

Registered office:

PO Box 309,

Ugland House,

Grand Cayman, KY1-1104,

Cayman Islands

Independent Non-Executive Directors:

Mr. Tam Yuk Sang, Sammy

Mr. Wong Yiu Kit

Mr. Kong Hing Ki

*Head office and principal place of
business in Hong Kong:*

Room 3805, 38/F,

Far East Finance Centre,

16 Harcourt Road,

Admiralty, Hong Kong

5 April 2013

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE
NEW SHARES AND REPURCHASE OF SHARES, RE-ELECTION OF
DIRECTORS, PROPOSED AMENDMENTS TO SHARE OPTION SCHEME,
ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

- (i) granting of the General Mandate and the Repurchase Mandate;
- (ii) re-election of the Directors;
- (iii) proposed amendments to the Share Option Scheme;

LETTER FROM THE BOARD

- (iv) proposed amendments to the Memorandum and Articles of Association and the adoption of Amended and Restated Memorandum and Articles of Association; and
- (v) 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 for the year ended 31 December 2012, the fixing of Directors' remuneration, the appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration.

In addition, the notice of the AGM is also served.

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 26 April 2012, 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.

At the AGM, an ordinary resolution will be proposed to grant the General Mandate to allot, issue and deal with unissued Shares or underlying Shares of the Company (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 warrant 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 granting of 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.

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

LETTER FROM THE BOARD

Repurchase Mandate

At the annual general meeting of the Company held on 26 April 2012, 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 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 granting of 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 13.08 of the GEM 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.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, Mr. Wei Sheng Peng, Ms. Liu Li and Mr. Sun Zhaohui are the executive Directors and Mr. Tam Yuk Sang, Sammy, Mr. Wong Yiu Kit, and Mr. Kong Hing Ki are the independent non-executive Directors.

Pursuant to the GEM Listing Rules, any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until next following general meeting and shall be eligible for re-election at the said general meeting. No Director has been appointed to fill a casual vacancy during the year.

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, but not less than one-third, of the Directors shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Wei Sheng Peng and Ms. Liu Li, among the longest-serving Directors shall retire at the AGM and being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE SHARE OPTION SCHEME

The Directors propose to amend the existing Share Option Scheme to pave the way for the Company to apply for Transfer of Listing as disclosed in the announcement of the Company dated 20 March 2013.

The proposed major amendments to the existing Share Option Scheme are summarized hereunder:

- (1) the definition of “Listing Rules” which refers to GEM Listing Rules shall be amended as a reference to the Listing Rules as defined in this Circular.
- (2) to provide the directors with the authority to change terms of the scheme in relation to administrative and operational matters of the scheme or terms which are not of a material nature without the approval of shareholders of Company in general meeting; and
- (3) references to certain GEM Listing Rules shall be changed to the relevant number of the Listing Rules.

The amendments to the Share Option Scheme will take effect from the date of listing of the Shares on Main Board. Details of the proposed amendments to the Share Option Scheme are set out in Appendix III of this circular. A copy of the Share Option Scheme incorporating the proposed amendments is available for inspection at the Company’s head office and principle place of business in Hong Kong at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong during normal business hours on any week day (except public holidays) from the date of this circular up to and including the date of the AGM, both days inclusive.

The proposed amendments to the Share Option Scheme as set out in this circular are subject to the approval of the Shareholders by way of passing of the requisite ordinary resolution at the AGM.

Shareholders are advised that the proposed amendments to the Share Option Scheme are available in English only and the Chinese translation of the amendments to the Share Option Scheme provided in this circular is for reference only. The English version shall prevail in case of any inconsistency.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among other things, the approval from the Stock Exchange, and may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Directors propose to amend the existing Memorandum and Articles of Association to cater changes in the Cayman Companies Law and the GEM Listing Rules and to pave the way for the Company to apply for Transfer of Listing.

The Directors propose to seek the approval of the Shareholders by way of special resolution for the amendments to the existing Memorandum and Articles of Association and adoption of the Amended and Restated Memorandum and Articles of Association.

The proposed amendments to the existing Memorandum and Articles of Association are summarized hereunder:

Major changes to the Memorandum

All references to Companies Law (2010 Revision) be replaced by “Companies Law (2012 Revision).”

Major changes to the Articles of Association

- (1) All references to Companies Law (2010 Revision) be replaced “Companies Law (2012 Revision).”
- (2) The definition of “the Exchange” shall be changed from “the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited” to include “The Stock Exchange of Hong Kong Limited” in addition to GEM.
- (3) The provisions in relation to treasury share and the definition of treasury share are removed due to changes in Cayman Island laws.
- (4) The issuance of share certificate(s) by the Company to the members or transferees shall be subject to payment of any fees as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require.
- (5) To provide an exception to the requirement that all resolutions at general meetings of the Company shall be decided by poll, such that a resolution relating purely to a procedural or administrative matter may be voted by a show of hands as permitted under the GEM Listing Rules and/or Listing Rules.
- (6) The exception that a Director may vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest provided that he or any of his associates are not beneficially interested in more than 5% in the party with which the Company proposes to enter into a contract or arrangement shall be removed.

LETTER FROM THE BOARD

- (7) If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt by a physical board meeting rather than a written resolution.
- (8) Delete the word “annual” in relation to the requirement of seeking shareholders’ approval for director appointed to fill a casual vacancy.
- (9) Ordinary resolution of the shareholders at a general meeting shall be required for any proposal to remove an auditor before the expiration of the term of office.

Details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix IV of this circular.

The proposed amendments to the Memorandum and Articles of Association and the proposed adoption of the Amended and Restated Memorandum and Articles of Association which consolidates all of the proposed amendments as set out in this circular are subject to the approval of the Shareholders by way of passing of the requisite special resolution at the AGM.

Shareholders are advised that the Amended and Restated Memorandum and Articles of Association are available in English only and the Chinese translation of the amendments to the Articles provided in this circular is for reference only. The English version shall prevail in case of any inconsistency.

AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 9 May 2013 at 9:30 a.m. is set out on pages 22 to 27 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors, proposed amendments to the Share Option Scheme and 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 for the year ended 31 December 2012, the fixing of Directors’ remuneration, the appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration. A special resolution will be proposed at the AGM to approve the adoption of the Amended and Restated Memorandum and Articles of Association.

In accordance with Rule 17.47(4) of the GEM Listing Rules, all the resolutions proposed to be approved by the Shareholders at the AGM will be taken by poll. An announcement of the results of the poll will be made by the Company thereafter.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, 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, as soon as possible and in any event

LETTER FROM THE BOARD

not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company.

The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed amendments to the Share Option Scheme, the adoption of the Amended and Restated Memorandum and Articles of Association and re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL

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

Your attention is drawn to the additional information set out in Appendix I, II, III and IV to this circular and the notice of AGM.

Yours faithfully
On behalf of the Board
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 13.08 and other relevant provisions of the GEM Listing Rules and Rule 10.06 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 grant 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 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 GEM or Main Board. 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, the applicable laws of the Cayman Islands and the GEM Listing Rules or 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 a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2012). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital 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 GEM Listing Rules or Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate if such 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 purchase pursuant to the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules (or the Listing Rules, subject to the Transfer of Listing) 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 ”) (<i>Note 1</i>)	Beneficial interest	90,000,000	45%
(2) Open Venture Global Limited (“ Open Venture ”) (<i>Note 2</i>)	Beneficial interest	60,000,000	30%
(3) Wei Sheng Peng (“ Mr. Wei ”) (<i>Note 1</i>)	Interest of a controlled corporation and family interest	150,000,000	75%
(4) Liu Li (“ Ms. Liu ”) (<i>Note 2</i>)	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 aforesaid increase of shareholding held by each Shareholder 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 this obligation.

Save as aforesaid, the Directors are not aware of any 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 GEM or Main Board 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 GEM or otherwise) have been made by the Company during the six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected person (as defined in the GEM Listing Rules or 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 GEM during each of the previous twelve months were as follows:

Month	Highest HK\$	Lowest HK\$
2012		
March	1.20	1.12
April	1.16	1.14
May	1.14	1.14
June	1.10	1.07
July	1.10	1.03
August	1.22	1.10
September	1.20	1.10
October	1.37	1.15
November	1.30	1.20
December	1.35	1.20
2013		
January	1.23	1.22
February	1.23	1.20
March (up to the Latest Practicable Date)	1.25	1.20

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election are set out below:–

(1) Mr. Wei Sheng Peng (“Mr. Wei”)

Mr. Wei Sheng Peng (魏勝鵬), aged 45, is an executive Director, the chairman of the Board, and one of the founders of Baoying Renheng. Mr. Wei was appointed as a Director with effect from 2 February 2011 and was redesignated as an executive Director with effect from 20 October 2011. Mr. Wei is also the director of two subsidiaries of the Company, namely RENHENG Global Limited and RENHENG Tech Limited, appointed on 15 October 2009 and 28 October 2009 respectively. Mr. Wei is primarily responsible for the overall business planning and strategic development of the Group. Mr. Wei has more than 16 years of experience in the electrical and mechanical equipment industry. Between October 1996 to July 2001, Mr. Wei was the legal representative of Zhuhai Special Economic Zone Ren Heng Electromechanical Company Limited (珠海經濟特區仁恒機電有限公司), a company incorporated in the PRC with a business scope of manufacturing and selling automatic machinery, electrical and electronic products as well as tobacco related machinery products. As a founding member of Baoying Renheng, Mr. Wei has gained knowledge and experience in the tobacco machinery industry during the last 11 years. Mr. Wei was a director and the legal representative of Baoying Renheng between November 2001 and March 2005, and he has served as the director of the holding companies of Baoying Renheng including Yanlord (Holdings) Industrial Limited since August 1992 and Yanlord Industry Investment Limited since May 2005 to monitor the operation of Baoying Renheng. Mr. Wei graduated from Lufeng County Donghai Secondary School (陸豐縣東海中學) in July 1987. Mr. Wei is the spouse of Ms. Liu.

Mr. Wei is a controlling shareholder of the Company and as at the Latest Practicable Date, he is indirectly interested in 90,000,000 Shares, representing 45% of the issued share capital of the Company, through LinkBest, and indirectly interested in 60,000,000 Shares, representing 30% of the issued share capital of the Company, which are held by his spouse, Ms. Liu, through Open Venture. Save as disclosed above, Mr. Wei does not hold any other interests 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 SFO.

Mr. Wei has entered into a service contract with the Company as an executive Director for a term of three years commencing from 20 October 2011 and will be subject to the retirement by rotation and re-election provisions in the Memorandum and Articles of Association. 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 contract, Mr. Wei is entitled to HK\$120,000 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

(2) Ms. Liu Li (“Ms. Liu”)

Ms. Liu Li (劉利), aged 42, is an executive Director. Ms. Liu was appointed as a Director with effect from 2 February 2011 and was redesignated as an executive Director with effect from 20 October 2011. She is responsible for overseeing the human resources and administration functions of the Group. Ms. Liu was appointed as a director of GrandBright International Pte. Ltd., a company engaged in the manufacture of furniture and fixture primarily made of metal, since February 2006. She is principally responsible for the treasury, human resources and administrative functions of the company. In February 2007, Ms. Liu was appointed as a director of Yanlord Industry Investment Limited and has been responsible for overseeing the operation of Baoying Renheng thereafter since the completion of the transfer of 91.6% equity interest in Baoying Renheng from Yanlord (Holdings) Industrial Limited to Yanlord Industry Investment Limited in 2008. Ms. Liu obtained a bachelor’s degree in sport management from Beijing Sport University (北京體育大學) in July 1992. Ms. Liu immigrated to Hong Kong in 1999 and has been living in Hong Kong since then. Ms. Liu is the spouse of Mr. Wei.

Ms. Liu is a controlling shareholder of the Company and as at the Latest Practicable Date, she is indirectly interested in 60,000,000 Shares, representing 30% of the issued share capital of the Company, through Open Venture, and is indirectly interested in 90,000,000 Shares, representing 45% of the issued share capital of the Company, which are held by her spouse, Mr. Wei, through LinkBest. Save as disclosed above, Ms. Liu does not hold any other interests 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 SFO.

Ms. Liu has entered into a service contract with the Company as an executive Director for a term of three years commencing from 20 October 2011 and will be subject to the retirement by rotation and re-election provisions in the Memorandum and Articles of Association. Salary and allowances will be determined by the Board with reference to her contribution in terms of time, effort, experience and his expertise. Pursuant to the terms of his service contract, Ms. Liu is entitled to HK\$120,000 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.

Save as disclosed, the Directors did not hold any positions in the Company or any of its subsidiaries and did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

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 Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor the Board is aware of any other matter that need to be brought to the attention of the holders of securities of the Company in respect of the above proposed appointments.

This Appendix sets out the proposed amendments to the Share Option Scheme.

- (a) deleting the words “the Growth Enterprise Market of” in the definition of “Listing Rules” in Clause 1.1;
- (b) deleting the words “Rule 23.03(13)” and substituting therefor with the words “Rule 17.03(13)” in the definition of “Supplementary Guidance” in Clause 1.1;
- (c) deleting Clause 11 (except the heading) in its entirety and replacing therefor with the following paragraph:

“Those specific provisions of this Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Eligible Participants, and changes to the authority of the Board in relation to any alteration of the terms of this Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of this Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of this Scheme. This Scheme so altered must comply with Chapter 17 of the Listing Rules. Notwithstanding the foregoing, the Board may change terms of this Scheme in relation to administration and operation of this Scheme or terms which are not of a material nature without the approval of shareholders of the Company in general meeting provided that the same are not inconsistent with the Listing Rules.”

This Appendix sets out the proposed amendments to the Memorandum and Articles of Association.

I. Proposed amendments to the Memorandum of Articles

- (a) deleting the phrase “the Companies Law (2010 Revision)” and substituting therefor with the phrase “the Companies Law (2012 Revision)” in the Memorandum of Association.

II. Proposed amendments to the Articles of Association

- (a) deleting the phrase “the Companies Law (2010 Revision)” and substituting therefor with the phrase “the Companies Law (2012 Revision)” in the Articles of Association;
- (b) deleting the phrase “shall mean” and substituting therefor with the phrase “means” in the definition of “Electronic Transactions” under Article 2.2;
- (c) changing the definition of “Exchange” from “shall mean the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited “ to “shall mean the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or The Stock Exchange of Hong Kong Limited (if applicable).” under Article 2.2;
- (d) deleting the words “Article 13.10” in the definition of “ordinary resolution” under Article 2.2 and substituting therefor with words “Article 13.11”;
- (e) relocating the definition of “published in the newspapers” under Article 2.2 according to its alphabetic order;
- (f) deleting the word “herefor” in the definition of “recognised clearing house” under Article 2.2 and substituting therefor with the word “therefor”;
- (g) deleting the words “and includes a special resolution passed pursuant to Article 13.10” in the last sentence of the existing definition of “special resolution” under Article 2.2;
- (h) deleting the existing definition of “Treasury Share” under Article 2.2 in its entirety;
- (i) inserting the words “authorised” and “at the date of the adoption of these Articles” at the beginning of the sentence under Article 3.1;
- (j) deleting the words “Notwithstanding the foregoing, the Subscriber shall have the power to: (a) issue on Share to itself; (b) transfer that Share by an instrument of transfer to any person; (c) update the Register of Members in respect of the issue and transfer of that Share.” under Article 3.2;

- (k) renumbering the existing Article 3.8 as Article 3.7 and renumbering the existing Article 3.7 as Article 3.8;
- (l) inserting the words “if any,” immediately after the words “the Board shall specify the certificate(s) thereof” in Article 3.12;
- (m) deleting the existing Articles 3.13 and 3.14 in its entirety;
- (n) renumbering the existing Articles 3.15 to 3.17 due to deletion of Articles 3.13 and 3.14;
- (o) deleting the word “Article 4.9” in Article 4.6 and substituting therefor with the word “Article 4.8”;
- (p) adding the words “and subject to payment of any fees which may be payable pursuant to Article 7.8” and deleting the words “(without payment)”, “(on payment by the member of such fee not exceeding the maximum amount as may from time to time be permitted under the Law or the Listing Rules)” and “in the case of a transfer, upon payment of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate,” in Article 4.11 for the purpose of streamlining the requirement on payment of fees in case of issue of share certificates;
- (q) deleting the words “as may from time to time be permitted under the Law or the Listing rules” and replacing the same by “as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require” in Article 7.8 in relation to payment of fees for issue of share certificate;
- (r) deleting the word “years” and substituting therefor with the word “year” in the sixth line of Article 12.1
- (s) adding the words “save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands” immediately after the words “shall be decided on a poll” under Article 13.6
- (t) adding the following new Article 13.9 immediately after the existing Article 13.8:

“13.9 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”
- (u) the existing Articles 13.9 and 13.10 shall be renumbered as Articles 13.10 and 13.11 respectively.

- (v) adding the words “whether on a poll or on a show of hands,” immediately after the words “In the case of an equality of votes,” and the words “or show of hands” immediately after the words “the meeting at which the poll” under existing Article 13.9 due to changes in Articles 13.6 and 13.9;
- (w) adding the words “where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll” and making relevant changes in Article 14.1;
- (x) adding the words “including, where a show of hands is allowed, the right to vote individually on a show of hands,” immediately before the words “notwithstanding any contrary provision contained in these Articles” in Article 14.15;
- (y) adding the following sentence immediately after the first sentence of Article 16.1:

“The first Directors shall be determined in writing by, or appointed by a resolution of, the subscriber(s) to the Memorandum.”
- (z) deleting the word “annual” in Articles 16.2 and 16.3;
- (aa) deleting the words “and occupations” immediately after the words “containing their names and addresses” in Article 16.5;
- (bb) deleting the words “of the members of the Company” immediately after the words “an ordinary resolution” under Article 16.18(g);
- (cc) deleting the following existing Article 16.22(c) in its entirety:

“any proposal concerning any other company in which the Director or any of his Associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;”

The existing Articles 16.22(d) and 16.22(e) shall be renumbered as Articles 16.22(c) and 16.22(d) respectively.
- (dd) adding the following sentence at the end of Article 20.13:

“Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

(ee) deleting the number “26.1” at the beginning of Article 26 to correct a typo;

(ff) adding the following sentence after the first sentence under Article 29.2:

“The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.”

(gg) deleting the word “Statute” and substituting therefor with the words “Companies Law” under Article 37.

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: 8012)

NOTICE OF ANNUAL GENERAL MEETING

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 9 May 2013 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2012;
2. To re-elect Mr. Wei Sheng Peng and Ms. Liu Li as executive Directors;
3. To authorize the board of Directors (“**Board**”) to fix the Directors’ remuneration; and
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

Ordinary Resolutions

(1) “**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the Rules Governing the Listing of Securities on 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 shares of the Company (the “**Shares**”) unissued and to make or grant, whether conditionally or unconditionally, offers, agreements and options (including warrants to subscribe for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of 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. of the aggregate nominal amount of the share capital of the Company in issue on 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 purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is 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 of the Company, the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**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 holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

(2) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on GEM of 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;
- (b) the aggregate nominal amount of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. 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 (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of 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 other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.
- (3) **“THAT** the following amendments to the Share Option Scheme of the Company shall be adopted with effect from the date of listing of the Shares on the Main Board of the Stock Exchange:
 - (a) the words “the Growth Enterprise Market of” in the definition of “Listing Rules” in Clause 1.1 shall be deleted;
 - (b) the words “Rule 23.03(13)” shall be deleted and substituting therefor with the words “Rule 17.03(13)” in the definition of “Supplementary Guidance” in Clause 1.1;
 - (c) Clause 11 (except the heading) shall be deleted in its entirety and replacing therefor with the following paragraph:

“Those specific provisions of this Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Eligible Participants, and changes to the authority of the Board in relation to any alteration of the terms of this Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of this Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of this Scheme. This Scheme so altered must comply with Chapter 17 of the Listing Rules. Notwithstanding the foregoing, the Board may change the terms of this Scheme in relation to administration and operation of this Scheme or terms which are not of a material nature without the approval of shareholders of the Company in general meeting provided that the same are not inconsistent with the Listing Rules.”
 - (d) the Board be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute such other documents, deeds and instruments and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the amendments to the Share Option Scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) the Board be and is hereby authorized for and on behalf of the Company to make such additional amendments to terms of the Share Option Scheme of the Company which in the opinion of the Board are administrative or operational or not of a material nature and those which are incidental thereto.”
6. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as a special resolution with immediate effect to adopt all the proposed amendments to the Memorandum of Association and Articles of Association of the Company, details of which are set out in the circular of the Company dated 5 April 2013:

Special Resolution

“THAT:

- (1) the amended and restated Memorandum of Association and Articles of Association of the Company in the form of the document marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting be hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association of the Company; and
- (2) Any one Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute such other documents, deeds and instruments and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the adoption of the amended and restated Memorandum of Association and Articles of Association of the Company and all other matters incidental thereto, including (without limitation) to agree to any amendments and to make such additional amendments to the existing Memorandum and Articles of Association of the Company which in the opinion of any Director of the Company are not of a material nature and are incidental thereto.”

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

Hong Kong, 5 April 2013

NOTICE OF ANNUAL GENERAL MEETING

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 proxy 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. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
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 in writing.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any 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.
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 Hong Kong branch share register of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof should he/she so wish.
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.