
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 RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A supplemental notice of the annual general meeting of the Company (the “AGM”) is set out on pages 6 to 7 to this circular. The AGM will be held as scheduled at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 10 June 2016 at 11:00 a.m..

19 May 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held as scheduled at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 10 June 2016 at 11:00 a.m., or any adjournment thereof
“Announcement”	the announcement of the Company dated 4 May 2016 in relation to the passing away of Mr. Wei Sheng Peng, the Chairman and Chief Executive Officer of the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time, and “Article” shall mean an article thereof
“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)
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 May 2016, 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
“Shareholder(s)”	registered holder(s) of the Share(s) in issue
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice”	the supplemental notice of the AGM set out on pages 6 to 7 of this circular

DEFINITIONS

“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

Ms. Liu Li (*Chairman & Chief Executive Officer*)
Mr. Xu Jiagui

Registered Office:

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

Independent Non-Executive Directors

Mr. Wong Yiu Kit, Ernest
Mr. Kong Hing Ki
Mr. Wu Wei

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

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

19 May 2016

Dear Shareholder(s),

PROPOSED RE-ELECTION OF DIRECTOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

References are made to (i) the circular of the Company (“Original Circular”) and the notice of AGM (“Original Notice”) dated 28 April 2016, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders’ approval; and (ii) the Announcement. This circular should be read together with the Original Circular. In the Original Circular, it is mentioned, among others, Mr. Wei Sheng Peng will retire by rotation at the AGM in accordance with the Articles of Association.

PROPOSED RE-ELECTION OF DIRECTOR

As announced on 4 May 2016, the Company had been informed that Mr. Wei Sheng Peng passed away on 3 May 2016. Due to the death of Mr. Wei Sheng Peng, the Board will withdraw the ordinary resolution numbered 2(a) “To re-elect Mr. Wei Sheng Peng as an executive Director.” from voting at the AGM. In accordance with Article 16.18, at each AGM, one-third, or, if their number is not three or a multiple of three, then the number

LETTER FROM THE BOARD

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. Mr. Kong Hing Ki will be required to retire by rotation at the AGM and, being eligible, has offered himself for re-election. Hence, an additional resolution in relation to the re-election of Mr. Kong Hing Ki as an independent non-executive Director will be proposed to the Shareholders for approval at the AGM. Save for the above, other resolutions as set out in the Original Notice will remain unchanged and will be voted at the AGM as usual.

The purpose of this circular is to set out the supplemental notice of AGM as set out on pages 6 to 7 to this circular (“Supplemental Notice”), and to provide you with information regarding the abovementioned proposal to be considered at the AGM. Save as set out in this circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

Details of Mr. Kong Hing Ki proposed for re-election are set out as follows:

Mr. Kong, aged 45, is an independent non-executive director and the chairman of the remuneration committee, and a member of the audit committee and the nomination committee of the Company. He has over 18 years’ experience in accounting, auditing and finance, gained from accountancy and commercial firms. Currently, he is a financial controller of a company whose ultimate holding company is listed on the main board of the Singapore Exchange Securities Trading Limited, and is an independent non-executive director and the audit committee chairman of Hing Lee (HK) Holdings Limited (stock code: 396), a company whose shares are listed on the Stock Exchange, and also an independent non-executive director of KEE Holdings Company Limited (stock code: 2011) from 24 November 2010 to 17 February 2016, a company whose shares are listed on the Stock Exchange. Mr. Kong obtained a Bachelor’s Degree in Commerce from The Australian National University and a Master of Business Administration Degree from Deakin University. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He was appointed as an independent non-executive director with effect from 20 October 2011.

Mr. Kong entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years commencing on 22 October 2011 and will continue thereafter until terminated by either party giving not less than one month’s prior written notice to the other. Mr. Kong 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. Kong 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. Kong is not entitled to any other emoluments for holding his office as an independent non-executive Director. As at the Latest Practicable Date, Mr. Kong 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.

LETTER FROM THE BOARD

Saved as disclosed, Mr. Kong does not hold any other position with the Company or other members of the Group. In addition, Mr. Kong 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, Mr. Kong 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 Director 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 appointment.

THE AGM

A supplemental form of proxy in respect of the ordinary resolution to consider and approve the aforementioned re-election of independent non-executive Director is enclosed with this circular. The form of proxy issued by the Company along with the Original Circular ("Original Form of Proxy") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company's Hong Kong branch share register, Tricor Investor Services Limited.

Shareholders are entitled to appoint one or more proxies to attend the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of Proxy and/or the supplemental form of proxy are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of eligibility for attending the AGM, closure of register of members, other resolutions to be passed at the AGM, proxy, registration procedures and other relevant matters respectively.

Yours faithfully,
By order of the Board
RENHENG Enterprise Holdings Limited
Liu Li
Chairman & Chief Executive Officer

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular of RENHENG Enterprise Holdings Limited (the “Company”) and the notice of annual general meeting (the “AGM”) of the Company dated 28 April 2016 (the “Original Notice”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as scheduled at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 10 June 2016 at 11:00 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set out in the Original Notice (except that the ordinary resolution numbered 2(a) will be withdrawn):

2(c) To re-elect Mr. Kong Hing Ki as an independent non-executive Director.

Yours faithfully,
By order of the Board
RENHENG Enterprise Holdings Limited
Liu Li
Chairman & Chief Executive Officer

Hong Kong, 19 May 2016

Notes:

1. Details of the resolution are set out in the circular of the Company dated 19 May 2016 (the “Supplemental Circular”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. At the AGM, the chairman of the meeting will put the above resolution to the vote by way of a poll. On a poll, every shareholder of the Company (“Shareholders”) who is present in person or by proxy shall have one vote for every share of which he is the holder.
3. A supplemental form of proxy (the “Supplemental Form of Proxy”) containing resolution numbered 2(c) mentioned above is enclosed with the Supplemental Circular. The form of proxy issued by the Company along with the circular of the Company dated 28 April 2016 (the “Original Form of Proxy”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s principal office in Hong Kong.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

4. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. Shareholders are hereby reminded to complete both the Original Form of Proxy and Supplemental Form of Proxy in accordance with the instructions set out respectively therein for the appointment of their proxy(ies) to attend and vote for ALL resolutions to be considered in the AGM in their stead if they so wish. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of Proxy and/or the Supplemental Form of Proxy are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM. Completion and return of the Supplemental Form of Proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
5. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time 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.
6. Please refer to the Original Notice for details in respect of eligibility for attending the AGM, closure of register of members, other resolutions to be considered at the AGM, proxy, registration procedures and other relevant matters respectively.

As at the date of this notice, the executive Directors are Ms. Liu Li and Mr. Xu Jiagui and the independent non-executive Directors are Mr. Wong Yiu Kit, Ernest, Mr. Kong Hing Ki and Mr. Wu Wei.