

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

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 28 October 2011 (the “Prospectus”) issued by RENHENG Enterprise Holdings Limited (the “Company”).

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



RENHENG Enterprise Holdings Limited
仁 恆 實 業 控 股 有 限 公 司

RENHENG ENTERPRISE HOLDINGS LIMITED
仁恒實業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING OF SHARES**

Number of Placing Shares : 50,000,000 Placing Shares
Placing Price : HK\$1.20 per Share (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% payable in full on application in Hong Kong dollars)
Nominal value : HK\$0.01 each
Stock code : 8012

Sponsor and Lead Manager



Shen Yin Wanguo Capital (H.K.) Limited

- The Placing Price is agreed at HK\$1.20 per Share, being the mid-point of the stated range of the Placing Price (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- The net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are estimated to be approximately HK\$47.3 million.
- The 50,000,000 Placing Shares offered by the Company under the Placing have been oversubscribed by approximately 67.4%.
- 50,000,000 Placing Shares have been conditionally allocated to a total of 148 selected individual and professional investors.
- The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be beneficially owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 18 November 2011.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price is agreed at HK\$1.20 per Share, (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are estimated to be approximately HK\$47.3 million. As the Placing Price is HK\$1.20 (being the mid-point of the stated range of the Placing Price), the net proceeds from the Placing will be applied for such purposes as set out under the paragraph headed “Reasons for the Placing and use of proceeds” in the section headed “Future plans and prospects” in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 50,000,000 Placing Shares offered by the Company under the Placing have been oversubscribed by approximately 67.4%.

RESULTS OF ALLOCATION

Pursuant to the Placing, 50,000,000 Shares have been conditionally allocated to a total of 148 selected individual and professional investors. The distribution of the Placing Shares is set out as below:

| | Aggregate number of Placing Shares allocated | Approximate percentage of the total number of Placing Shares allocated | Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue |
|----------------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Top placee | 6,824,000 | 13.65% | 3.41% |
| Top 5 placees | 25,824,000 | 51.65% | 12.91% |
| Top 10 placees | 35,924,000 | 71.85% | 17.96% |
| Top 25 placees | 44,820,000 | 89.64% | 22.41% |

Number of Placing Shares allocated

Number of placees

| | |
|------------------------|-----|
| 10,000 to 100,000 | 121 |
| 100,001 to 500,000 | 10 |
| 500,001 to 1,000,000 | 7 |
| 1,000,001 to 2,000,000 | 4 |
| 2,000,001 to 5,000,000 | 3 |
| 5,000,001 and above | 3 |

The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at all times. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be beneficially owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. 18 November 2011) or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 17 November 2011 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriter, the placees or their agents (as the case may be).

Prospective investors of the Placing Shares should note that Shenying Wanguo (in both capacities as the Lead Manager and the Underwriter) is entitled to terminate the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth under the sub-paragraph headed “Grounds for termination” under the paragraph headed “Underwriting arrangements” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse, all money received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM website at www.hkgem.com and the Company’s website at www.renhengenterprise.com on the next business day following such lapse.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 18 November 2011. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM website at www.hkgem.com and the Company’s website at www.renhengenterprise.com. The Shares will be traded in board lots of 2,000 Shares each. The stock code for the Shares is 8012.

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

Hong Kong, 17 November 2011

As at the date of this announcement, 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 Ki.

This announcement, 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 enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page on the GEM website at www.hkgem.com for at least 7 days from the day of its posting. This announcement will also be published on the website of the Company at www.renhengenterprise.com.