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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.

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

RENHENG ENTERPRISE HOLDINGS LIMITED

仁 恆 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, AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 1303, 13/F., Keen Hung Commercial Building, 80 Queen's Road East, Wanchai, Hong Kong on 26 April 2012 at 10:00 a.m. is set out on pages 15 to 18 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.

26 March 2012

**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	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
AGM and Proxy Arrangement	5
Responsibility Statement	6
Recommendation	6
General	6
Appendix I – Explanatory Statement	7
Appendix II – Details of Directors Proposed for Re-election	11
Notice of Annual General Meeting	15

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 26 April 2012 at 10:00 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 15 to 18 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, 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 China on 1 November 2001, and an indirect wholly-owned subsidiary of the Company;
“Board”	the board of Directors from time to time;
“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;
“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;
“Group”	the Company and all its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	19 March 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;

DEFINITIONS

“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;
“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; and
“%”	per cent.

LETTER FROM THE BOARD



RENHENG Enterprise Holdings Limited
仁恒實業控股有限公司

RENHENG ENTERPRISE HOLDINGS LIMITED

仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)
(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 1303, 13/F,
Keen Hung Commercial Building,
80 Queen's Road East,
Wanchai, Hong Kong

26 March 2012

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, 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 for, among other matters, (i) granting of the General Mandate and the Repurchase Mandate, (ii) the re-election of the Directors, 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 for the year ended 31 December 2011, the fixing of Directors' remuneration, the appointment of the incumbent auditors of the Company, the authorization to the Board to fix their remuneration and to give you the notice of the AGM.

LETTER FROM THE BOARD

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

By a written resolution of Shareholders dated 20 October 2011, 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.

Repurchase Mandate

By a written resolution of Shareholders dated 20 October 2011, 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.

LETTER FROM THE BOARD

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 Article 16.2, any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until next following annual general meeting and shall be eligible for re-election at the said annual general meeting. Since all the Directors were appointed to the Board subject to Article 16.2, they will hold office only until the AGM and, being eligible, offer themselves for re-election at the AGM.

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

AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Room 1303, 13/F., Keen Hung Commercial Building, 80 Queen's Road East, Wanchai, Hong Kong on 26 April 2012 at 10:00 a.m. is set out on pages 15 to 18 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 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 2011, the fixing of Director's remuneration, the appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration.

LETTER FROM THE BOARD

Pursuant to Article 13.6 and 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 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 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 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 and Appendix II 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 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. 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. SOURCES 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.

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 the 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 2011). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or 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) 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 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	Approximate 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%

Name	Nature of interest	Number of Shares held/ interested	Approximate percentage of shareholding interests
(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 the 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 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) 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

Dealings in the Shares on GEM were commenced since 18 November 2011. 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\$
2011		
March	–	–
April	–	–
May	–	–
June	–	–
July	–	–
August	–	–
October	–	–
November	1.31	1.12
December	1.40	1.00
2012		
January	1.23	1.08
February	1.20	1.01
March (up to the Latest Practicable Date)	1.20	1.12

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 himself for re-election are set out below:–

(1) Mr. Wei Sheng Peng (“Mr. Wei”)

Mr. Wei, aged 44, is an executive Director, the chairman of the Board, and one of the founders of Baoying Renheng. Mr. Wei was appointed as a Director on 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. He has more than 15 years of experience in the electrical and mechanical equipment industry. As a founding member of Baoying Renheng, Mr. Wei has gained knowledge and experience in the tobacco machinery industry during the last 10 years. Mr. Wei is the spouse of Ms. Liu.

A service agreement was entered into between Mr. Wei and the Company on 20 October 2011 for a term of 3 years and shall continue unless terminated by not less than three months’ notice in writing served by either party on the other. He is entitled to a remuneration of HK\$120,000 per annum which is determined with reference to the market benchmark of emoluments for newly listed GEM companies, plus a discretionary bonus to be determined by the Board at its discretion.

As at the Latest Practicable Date, Mr. Wei was deemed to be interested in 150,000,000 Shares, representing 75% of the issued share capital of the Company.

(2) Ms. Liu Li (“Ms. Liu”)

Ms. Liu, aged 41, is an executive Director. Ms. Liu was appointed as a Director on 2 February 2011 and was redesignated as an executive Director with effect from 20 October 2011. Ms. Liu is responsible for overseeing the human resources and administration functions of the Group. In February 2007, she 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 equity interest in Baoying Renheng from Yanlord (Holdings) Industrial Limited to Yanlord Industry Investment Limited in 2008. Ms. Liu is the spouse of Mr. Wei.

A service agreement was entered into between Ms. Liu and the Company for a term of 3 years and shall continue unless terminated by not less than three months’ notice in writing served by either party on the other. She is entitled to a remuneration of HK\$120,000 per annum which is determined with reference to the market benchmark of emoluments for newly listed GEM companies, plus a discretionary bonus to be determined by the Board at its discretion.

As at the Latest Practicable Date, Ms. Liu was deemed to be interested in 150,000,000 Shares, representing 75% of the issued share capital of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

(3) Mr. Sun Zhaohui (“Mr. Sun”)

Mr. Sun, aged 44, was appointed as an executive Director with effect from 20 October 2011. He is also the chief executive officer of the Company and the legal representative of Baoying Renheng. 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 11 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.

A service agreement was entered into between Mr. Sun and the Company for a term of 3 years and shall continue unless terminated by not less than three months’ notice in writing served by either party on the other. He is entitled to remuneration of HK\$540,000 per annum which is determined with reference to his roles and responsibilities and prevailing market conditions, plus discretionary bonus to be determined by the Board at its discretion.

As at the Latest Practicable Date, Mr. Sun was entitled to share options to subscribe for a maximum of 200,000 Shares upon exercise of the options granted under the pre-IPO share option scheme of the Company in full.

(4) Mr. Tam Yuk Sang, Sammy (“Mr. Tam”)

Mr. Tam, aged 48, is an 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 21 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: 1201), 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), a company whose shares are listed on the Stock Exchange. Mr. Tam is a fellow of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

(5) Mr. Wong Yiu Kit (“Mr. Wong”)

Mr. Wong, aged 44, is an independent non-executive Director and the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of the Company. Mr. Wong was appointed as an independent non-executive Director with effect from 20 October 2011. Mr. Wong has over 15 years of experience in venture capital, corporate finance, business development, financial and general management. Currently he is the president and group chief financial officer of KVB Kunlun Holdings Limited which he joined in November 2011. Besides, he has served as the executive director of China Private Equity Investment Holdings Limited (“CPE”) since April 2008. CPE focuses on private equity investment and is a listed company on the Alternative Investment Market of the London Stock Exchange Plc.. He also served as the chief financial officer of

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

CPE from April 2008 to October 2011. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and an associate member of the Institute of Chartered Accountants in England and Wales. He is also a charter-holder of Chartered Financial Analyst and a member of Hong Kong Securities Institute.

(6) Mr. Kong Hing Ki (“Mr. Kong”)

Mr. Kong, aged 41, 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. Mr. Kong Hing Ki was appointed as an independent non-executive Director with effect from 20 October 2011. He has over 10 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), a company whose shares are listed on the Stock Exchange. Mr. Kong is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.

All Directors are subject to retirement by rotation and re-election in accordance with the Articles of Association. 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.

Each of Mr. Sun, Mr. Tam, Mr. Wong and Mr. Kong is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Each of Mr. Tam, Mr. Wong and Mr. Kong entered into a letter of appointment with the Company for a term of 3 years commencing on 20 October 2011 and shall continue unless terminated by not less than one month’s notice in writing served by either party on the other. Each of them 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, each of Mr. Tam, Mr. Wong and Mr. Kong is not entitled to any other emoluments for holding his office as an independent-executive Director.

As at the Latest Practicable Date, each of Mr. Tam, Mr. Wong and Mr. Kong does not hold any interest or short position in the shares, underlying shares and debentures of the Company.

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 Shareholders in respect of the above proposed appointments.

NOTICE OF ANNUAL GENERAL MEETING



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

RENHENG ENTERPRISE HOLDINGS LIMITED

仁 恆 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 1303, 13/F., Keen Hung Commercial Building, 80 Queen’s Road East, Wanchai, Hong Kong on 26 April 2012 at 10:00 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 2011;
2. To re-elect Mr. Wei Sheng Peng, Ms. Liu Li and Mr. Sun Zhaohui as executive Directors and Mr. Tam Yuk Sang, Sammy, Mr. Wong Yiu Kit and Mr. Kong Hing Ki as independent non-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;

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

Ordinary Resolutions

5. “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**”), 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

NOTICE OF ANNUAL GENERAL MEETING

(including warrants to subscribe for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (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.6, 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.6),

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 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; and

“**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).”

6. “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;
- (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 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.

Hong Kong, 26 March 2012

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 was 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 shares 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 registrar 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 appointed for holding of 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 and voting in person at the annual general meeting or any adjournment thereof should he/she so wish.
5. With respect to the resolution no. 5, 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.