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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: 8012)

### **ANNOUNCEMENT PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board announced that the Company submitted a formal application to the Stock Exchange on 20 March 2013 for the proposed Transfer of Listing pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules.

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Company proposes 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 proposed Transfer of Listing. The Company proposes 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 in coming annual general meeting.

A circular containing, among other matters, further details in relation to the proposed amendments, together with notice convening the annual general meeting will be despatched to the Shareholders as soon as practicable.

**Shareholders and potential investors of the Company should note that the proposed 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.**

## GENERAL

The Company will make further announcement(s) to keep the Shareholders and potential investors of the Company informed of the progress of the proposed Transfer of Listing as and when appropriate.

## DEFINITIONS

In this announcement, the following terms shall have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Cayman Companies Law”	The Companies Law (2010 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 (仁恒實業控股有限公司), a company incorporated in the Cayman Islands with limited liability on 2 February 2011 under the Cayman Companies Law
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM, and for avoidance of doubt, it does not include GEM for the purpose hereof
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Listing Rules

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

Hong Kong, 27 March 2013

*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 of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting and on the Company’s website at [www.renhengenterprise.com](http://www.renhengenterprise.com).*