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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 : Not more than HK\$1.30 per Share and expected to be not less than HK\$1.10 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



Shenyin Wanguo Capital (H.K.) Limited

Printed copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, during normal office hours from 9:00 a.m. to 5:00 p.m. at the offices of Shenyin Wanguo Capital (H.K.) Limited (“Shenyin Wanguo”) at 28/F., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong, from 28 October 2011 to 9 November 2011 (both dates inclusive, but excluding any Saturday and Sunday).

Pursuant to the Underwriting Agreement, the Company is offering 50,000,000 Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions as set out in the Prospectus.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus. The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” in the Prospectus. If such conditions have not been fulfilled or waived prior to the times and dates specified, 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.

Prospective investors of the Placing Shares should note that Shenyin 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 subparagraph 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.

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Placing and any new Shares which may be allotted and issued pursuant to the exercise of options that have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme as described in the Prospectus.

Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM and if the Company complies 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, 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. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is expected to be fixed between Shenyin Wanguo (in both capacities as the Lead Manager and the Underwriter) and the Company on or before the Price Determination Date, which is currently scheduled on 9 November 2011 (or such later date as agreed between the Company and Shenyin Wanguo (in both capacities as the Lead Manager and the Underwriter)). The Placing Price will not be more than HK\$1.30 per Share and is currently expected to be not less than HK\$1.10 per Share

unless otherwise announced. The indicative Placing Price range may be reduced below that stated in the Prospectus at any time on or before the Price Determination Date. In such a case, the Company will, as soon as practicable following the decision to make such reduction, cause to be published on the GEM website at www.hkgem.com and the Company's website at www.renhengenterprise.com an announcement of such change on or before the Price Determination date.

If Shenyin Wanguo (in both capacities as the Lead Manager and the Underwriter) and the Company are unable to reach any agreement on the Placing Price by the Price Determination Date or such later date as agreed by the Company and Shenyin Wanguo (in both capacities as the Lead Manager and the Underwriter), the Placing will not become unconditional and will not proceed. In such event, the Company will issue an announcement on GEM website at www.hkgem.com and the Company's website at www.renhengenterprise.com.

No temporary documents or evidence of title will be issued. No receipt will be issued for the subscription monies for the Placing Shares. Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The Placing Price and the level of indication of interest in the Placing are expected to be announced on the GEM website at www.hkgem.com and the Company's website at www.renhengenterprise.com on or before Thursday, 17 November 2011.

Dealing in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 18 November 2011. 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, 28 October 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; and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the GEM website at www.hkgem.com and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the website of the Company at www.renhengenterprise.com.