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**长安仁恒**

**Zhejiang Chang'an Renheng Technology Co., Ltd.\***

**浙江长安仁恒科技股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8139)**

## **ANNOUNCEMENT**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE SHAREHOLDERS' CLASS MEETINGS**

We refer to the circular of Zhejiang Chang'an Renheng Technology Co., Ltd.\* (the "**Company**") dated 5 September 2017 (the "**Circular**") in relation to, among others, (i) the proposed specific mandate to issue New H Shares and (ii) the proposed authorization of amendments to the Articles of Association. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

The EGM and the Shareholders' Class Meetings were held at the Head Office conference room, Laoya Tang, Si'an Town, ChangXing County, Zhejiang Province, the PRC on Saturday, 30 September 2017. The EGM and the Shareholders' Class Meetings were chaired by Mr. Zhang Youlian, an executive Director and the chairman of the Board. The holding of the EGM and the Shareholders' Class Meetings were in compliance with the relevant requirements of the Company Law of the PRC and the Articles of Association.

\* *For identification purpose only*

As at the date of the EGM and the Shareholders' Class Meetings, the total number of issued Shares of the Company was 32,000,000, which was divided into 8,000,000 H Shares and 24,000,000 Domestic Shares. Shareholders and authorised proxies holding an aggregate of (a) 19,619,580 Shares, representing approximately 61.31% of the total issued Shares, were present at the EGM; (b) 580 H Shares, representing approximately 0.01% of the total issued H Shares, were present at the H Shareholders' Class Meeting; and (c) 19,619,000 Domestic Shares, representing 81.75% of the total issued Domestic Shares, were present at the Domestic Shareholders' Class Meeting.

No Shareholder was required under the GEM Listing Rules to abstain from voting at the EGM and the Shareholders' Class Meetings in respect of the resolution to approve the proposed Specific Mandate to issue New H Shares. Accordingly, the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the resolution to approve the proposed Specific Mandate to issue New H Shares at the EGM was 19,619,580. The total number of H Shares entitling the holders of H Shares to attend and vote for or against the resolution to approve the proposed Specific Mandate to issue New H Shares at the H Shareholders' Class Meeting was 580. The total number of Domestic Shares entitling the holders of Domestic Shares to attend and vote for or against the resolution to approve the proposed Specific Mandate to issue New H Shares at the Domestic Shareholders' Class Meeting was 19,619,000.

No Shareholder was required under the GEM Listing Rules to abstain from voting at the EGM in respect of the resolution to approve the proposed authorization of amendments to the Articles of Association. Accordingly, the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the resolution to approve the proposed authorization of amendments to the Articles of Association at the EGM was 19,619,580.

There was no Share of the Company entitling the Shareholders to attend and vote only against the resolutions at the the EGM and the Shareholders' Class Meetings.

## I. POLL RESULTS OF THE EGM AND THE SHAREHOLDERS' CLASS MEETINGS

### A. Poll results of the EGM

As more than two-thirds of the votes were cast in favor of each of the following resolutions, they were considered and duly passed as special resolutions at the EGM by way of poll.

Special Resolutions		No. of shares voted (approximately %)	
		For	Against
1	To consider and approve the following matters on the grant of the specific mandate to the Board for the proposed New H Share Issue, including: (i) the issue size: maximum of 6,400,000 New H Shares; (ii) the method of issuance: placing; (iii) the target places; (iv) the time of issuance; (v) the validity period of the resolution; (vi) the pricing method and the issue price; (vii) the method of subscription; (viii) the proposed use of proceeds; (ix) the conditions precedent to the New H Share Issue; (x) the application for listing of the New H Shares; and (xi) the authorization to the Board or its designated persons to deal with all matters relating to the proposed New H Share Issue.	19,619,580 (100%)	0 (0%)
2	To consider and approve the authorization of amendments to the Articles of Association as a result of the change of registered capital and shareholding structure of the Company due to the proposed New H Share Issue, and submit the amended Articles of Association to the relevant authorities of the PRC and Hong Kong for approval, filing or registration.	19,619,580 (100%)	0 (0%)

## B. Poll results of the Domestic Shareholders' Class Meeting

As more than two-thirds of the votes were cast in favor of each of the following resolutions, they were considered and duly passed as special resolutions at the Domestic Shareholders' Class Meeting by way of poll.

Special Resolutions		No. of shares voted (approximately %)	
		For	Against
<b>1</b>	To consider and approve the following matters on the grant of the specific mandate to the Board for the proposed New H Share Issue, including: (i) the issue size: maximum of 6,400,000 New H Shares; (ii) the method of issuance: placing; (iii) the target placees; (iv) the time of issuance; (v) the validity period of the resolution; (vi) the pricing method and the issue price; (vii) the method of subscription; (viii) the proposed use of proceeds; (ix) the conditions precedent to the New H Share Issue; (x) the application for listing of the New H Shares; and (xi) the authorization to the Board or its designated persons to deal with all matters relating to the proposed New H Share Issue.	19,619,000 (100%)	0 (0%)

### C. Poll results of the H Shareholders' Class Meeting

As more than two-thirds of the votes were cast in favor of each of the following resolutions, they were considered and duly passed as special resolutions at the H Shareholders' Class Meeting by way of poll.

Special Resolutions		No. of shares voted (approximately %)	
		For	Against
<b>1</b>	To consider and approve the following matters on the grant of the specific mandate to the Board for the proposed New H Share Issue, including: (i) the issue size: maximum of 6,400,000 New H Shares; (ii) the method of issuance: placing; (iii) the target placees; (iv) the time of issuance; (v) the validity period of the resolution; (vi) the pricing method and the issue price; (vii) the method of subscription; (viii) the proposed use of proceeds; (ix) the conditions precedent to the New H Share Issue; (x) the application for listing of the New H Shares; and (xi) the authorization to the Board or its designated persons to deal with all matters relating to the proposed New H Share Issue.	580 (100%)	0 (0%)

## II. EFFECT ON SHAREHOLDING STRUCTURE AND PUBLIC FLOAT OF THE COMPANY AS A RESULT OF THE PROPOSED NEW H SHARE ISSUE

To the best knowledge of the Directors, the following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately after the completion of the proposed New H Share Issue, assuming that: (1) the Board exercises the proposed Specific Mandate in full to issue New H Shares; (2) all conditions for the issue and placing of New H Shares have been satisfied; and (3) the maximum of 6,400,000 New H Shares are issued.

	As at the date of this announcement		Immediately after the completion of the proposed New H Share Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Domestic Shares</b>	<b>24,000,000</b>	<b>75.00</b>	<b>24,000,000</b>	<b>62.50</b>
Zhang Youlian (張有連)	19,220,600	60.06	19,220,600	50.05
Yu Hua (余驊)	3,576,000	11.18	3,576,000	9.31
Zhang Jinhua (張金花)	398,400	1.25	398,400	1.04
Wang Shunmiao (王順淼)	150,000	0.47	150,000	0.39
Ling Weixing (凌衛星)	100,000	0.31	100,000	0.26
Zhou Aifang (周愛方)	100,000	0.31	100,000	0.26
Wang Huiping (王惠萍)	100,000	0.31	100,000	0.26
He Chungang (何春剛)	100,000	0.31	100,000	0.26
Yan Xiaoli (嚴曉莉)	90,000	0.28	90,000	0.23
Li Xiaohong (李小紅)	83,000	0.26	83,000	0.22
Wen Xiaohong (溫小紅)	82,000	0.26	82,000	0.22
<b>H Shares</b>	<b>8,000,000</b>	<b>25.00</b>	<b>14,400,000</b>	<b>37.50</b>
H Shares in issue	8,000,000	25.00	8,000,000	20.83
New H Shares	—	—	6,400,000	16.67
<b>Total:</b>	<b>32,000,000</b>	<b>100.00</b>	<b>38,400,000</b>	<b>100.00</b>

### III. SCRUTINEER

The vote-taking and poll results of the EGM and the Shareholders' Class Meetings were scrutinised by Xin Zhongjin Lianhe Certified Public Accountants whose work was limited to certain procedures requested by the Company to agree the poll results summary to voting papers collected and provided by the Company. The work performed by Xin Zhongjin Lianhe Certified Public Accountants in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By order of the Board  
**Zhejiang Chang'an Renheng Technology Co., Ltd.\***  
**Zhang Youlian**  
*Chairman*

Zhejiang, PRC, 30 September 2017

*As at the date of this announcement, the executive Directors are Mr. Zhang Youlian, Mr. Sun Wensheng and Mr. Fan Fang; the non-executive Director is Ms. Zhang Jinhua and the independent non-executive Directors are Mr. Shao Chen, Dr. Huang Zemin and Mr. Chau Kam Wing, Donald.*

*This announcement, for which the Directors of Zhejiang Chang'an Renheng Technology Co., Ltd.\* (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 the information contained in this announcement is accurate and complete in all material respects and is not misleading or deceptive, and 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 <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be posted on the Company's website at [www.renheng.com](http://www.renheng.com).*