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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)**

## **NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2017**

**NOTICE IS HEREBY GIVEN** that the first H shareholders' class meeting of 2017 (the "**H Shareholders' Class Meeting**") of Zhejiang Chang'an Renheng Technology Co., Ltd.\* (the "**Company**") will be held at the Head Office conference room, Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the PRC on Saturday, 30 September 2017 at 12:00 noon (or immediately after the conclusion of the first domestic shareholders' class meeting of 2017 of the Company or any adjournment thereof) for the purpose of considering, and if thought fit, approving the following resolutions. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the announcement of the Company dated 12 August 2017. In addition, a circular containing details of the following resolutions is expected to be dispatched to the Shareholders on or before 8 September 2017. The Shareholders and potential investors should refer to the circular for further details of the proposed New H Share Issue and other matters.

### **SPECIAL RESOLUTIONS**

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;

\* *For identification purpose only*

- (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 authorisation to the Board or its designated persons to deal with all matters relating to the proposed New H Share Issue.

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

Zhejiang, the PRC, 15 August 2017

*As at the date of this notice, 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 notice, 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 notice 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 notice misleading.*

*This notice 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 notice will also be posted on the Company's website at [www.renheng.com](http://www.renheng.com).*

*Notes:*

1. Pursuant to the Articles of Association, a resolution proposed at a shareholders' class meeting may be passed only by two-thirds or more of the voting rights of that class presenting at such meeting in accordance with the Articles of Association.
2. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of the H Shareholders' Class Meeting will be voted by poll. Results of the poll voting will be published on the Company's website at [www.renheng.com](http://www.renheng.com) and the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the H Shareholders' Class Meeting.
3. Any shareholder entitled to attend and vote at the H Shareholders' Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy together with the notarized power of attorney or other documents of authorization, if any, must be completed and returned to the H Share registrar of the Company, Union Registrars Limited, not less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or any adjournment thereof. Union Registrars Limited is located at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the H Shareholders' Class Meeting or any adjournment thereof should he/she so wish.
5. The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H Shares to attend the H Shareholders' Class Meeting, from Wednesday, 30 August 2017 to Saturday, 30 September 2017 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the H Shareholders' Class Meeting, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Tuesday, 29 August 2017.
6. Where there are joint holders of any shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the H Shareholders' Class Meeting in respect of such shares.
7. Shareholders of the Company intending to attend the H Shareholders' Class Meeting in person or by their proxies should return the reply slip for attending the H Shareholders' Class Meeting in person or by post to the Company's H Share registrar, Union Registrars Limited on or before Tuesday, 12 September 2017.