
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhejiang Chang'an Renheng Technology Co., Ltd.*, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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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)

**(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) PROPOSED RE-APPOINTMENT OF AUDITOR,
(3) PROPOSED GRANTING OF GENERAL MANDATE
TO ISSUE DOMESTIC SHARES AND H SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Zhejiang Chang'an Renheng Technology Co., Ltd.* to be held at the Head Office conference room, Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the PRC on Tuesday, 16 June 2020 at 10:00 a.m. is set out on pages 10 to 13 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Tuesday, 26 May 2020 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Company Announcement" page of the GEM website at www.hkgem.com and on the Company's website at www.renheng.com for at least 7 days from the date of its publication.

12 May 2020

* For identification purpose only

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade 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.

This circular, for which the directors (the “Directors”) of Zhejiang Chang’an Renheng Technology Co., Ltd.* (the “Company”, together with its subsidiaries, the “Group”) 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 (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 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.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at the Head Office conference room, Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the PRC on Tuesday, 16 June 2020 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 10 to 13 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	Zhejiang Chang'an Renheng Technology Co., Ltd.* (浙江長安仁恒科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liability;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM board of the Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Issue General Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to exercise the power of the Company to separately or concurrently issue, allot and/or deal with additional Domestic Shares and/or H Shares, and to make or grant offers, agreements or options which would or might require Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, up to the limit of 20% of each of its existing issued Domestic Shares and H Shares of the Company as at the date of the passing of the Issue General Mandate Resolution;
“Issue General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board;
“Latest Practicable Date”	7 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	the Domestic Shares and the H Shares;
“Shareholders”	holder(s) of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Youlian (*Chairman*)
Mr. She Wenjie
Mr. Fan Fang

Non-executive Director:

Ms. Zhang Jinhua

Independent Non-executive Directors:

Mr. Zhang Lei
Mr. Li Jiangning
Mr. Tang Jingyan

***Registered office and principal
place of business in the PRC:***

Laoya Tang, Si'an Town
Changxing County
Zhejiang Province
The PRC

***Principal place of business in
Hong Kong:***

39th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

12 May 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) PROPOSED RE-APPOINTMENT OF AUDITOR,
(3) PROPOSED GRANTING OF GENERAL MANDATE
TO ISSUE DOMESTIC SHARES AND H SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The main purpose of this circular is to provide you with, among other things:

- (i) further information as is necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM relating to:
 - (a) the proposed re-election of Directors;

* For identification purpose only

LETTER FROM THE BOARD

- (b) the proposed re-appointment of auditor;
- (c) the proposed granting to the Directors the Issue General Mandate; and
- (ii) the notice of the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 10.2 of the Articles of Association, Directors shall be elected or changed by the Shareholders' meeting. Every term of a Director is three years. Upon expiry of the term, a Director shall be eligible for re-election and re-appointment. Accordingly, Mr. Zhang Youlian, Mr. Fan Fang and Ms. Zhang Jinhua has been nominated for re-election by the Shareholders at AGM as an executive Director, an executive Director and a non-executive Director, respectively.

The biographical details of Mr. Zhang Youlian, Mr. Fan Fang and Ms. Zhang Jinhua who will stand for re-election as Directors at the AGM as required under Rule 17.46A of the GEM Listing Rules are set out in Appendix I to this circular.

Mr. Zhang Youlian, Mr. Fan Fang and Ms. Zhang Jinhua will be re-elected at the forthcoming AGM by resolutions passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The new term of office of the re-elected Directors will be for a period of three years, which is proposed to commence on 16 June 2020 and end at the conclusion date of the annual general meeting to be held in 2023.

PROPOSED RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers will retire as the auditor of the Company at the AGM and being eligible, offer themselves for re-appointment as the auditor of the Company. Details of the re-appointment of auditor are set out in the ordinary resolution numbered 8 of the notice of the AGM.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

In order to provide the Board with flexibility and discretion to issue Domestic Shares and H Shares in the event that it becomes desirable to issue any such shares, approval is being sought from the Shareholders at the AGM to grant a general and unconditional mandate to the Board separately or concurrently to issue, allot and/or deal with additional Domestic Shares and/or H Shares, and to make or grant offers, agreements or options which would or might require Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, up to the limit of 20% of each of its existing issued Domestic Shares and H Shares of the Company as at the date of passing of the Issue General Mandate Resolution at the AGM.

The Issue General Mandate Resolution, if approved, shall be effective until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue General Mandate Resolution;

LETTER FROM THE BOARD

- (ii) the expiration of the 12-month period following the passing of the Issue General Mandate Resolution; or
- (iii) the date on which the authority granted to the Board as set out in the Issue General Mandate Resolution is revoked or varied by a special resolution of the Company in a general meeting.

The obtaining of the Issue General Mandate Resolution is in accordance with the GEM Listing Rules, the applicable laws, rules and regulations of government and regulatory bodies of the PRC. The Issue General Mandate Resolution is set out as special resolution numbered 9 in the notice of AGM which is appended to this circular.

The Board will only exercise its power under the Issue General Mandate Resolution in accordance with the GEM Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC and only if all necessary approvals from the CSRC and/or other relevant PRC authorities are obtained.

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 10 to 13 of this circular.

A form of proxy for use at the AGM and a reply slip are to be sent to shareholders and such form of proxy and reply slip are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.renheng.com). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Tuesday, 26 May 2020 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

The register of members in Hong Kong will be closed from Friday, 15 May 2020 to Tuesday, 16 June 2020, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Shareholders eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged 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 no later than 4:00 p.m. on Thursday, 14 May 2020.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the AGM Notice will be voted by way of a poll by the Shareholders.

LETTER FROM THE BOARD

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 enquiries, 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 are of the view that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of the Annual General Meeting.

Yours faithfully

By order of the Board

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

Zhang Youlian

Chairman

* For identification purpose only

The biographical details of the Directors who will stand for election at the AGM as required under Rule 17.46A of the GEM Listing Rules are set out below:

Mr. Zhang Youlian (張有連), aged 58, was appointed as a Director and the Chairman of the Board (董事長) on 29 December 2008. Mr. Zhang graduated from Zhejiang Taizhou Business School (浙江台州商業學校) in July 1982. He worked for Changxing Agricultural Materials Co. (長興農資公司) between February 1982 and May 1987. He worked as the vice director (理事副主任) of Changxing Litang Supplier (長興里塘供銷社) between May 1987 and December 1999. He founded Changxing Renheng Fine Bentonite Co., Ltd. (長興仁恒精製膨潤土有限公司) in December 2000 and has been a Director of the Board since December 2008. Mr. Zhang has been appointed as Chairman of the board of directors of Shanghai Nongfuguoyuan Co., Ltd. (上海農夫果園有限公司), Changxing Guyinxing Tourism Resort Co., Ltd. (長興古銀杏旅遊度假山莊有限公司) and Changxing Wuguo Agriculture and Technology Co., Ltd. (長興五果農業科技有限公司), since June 2001, February 2003 and August 2010, respectively. Save as disclosed above, Mr. Zhang did not hold any directorships in listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Zhang is a brother of Ms. Zhang Jinhua (張金花), a non-executive Director; and a cousin of Mr. Zhang Donglian (張冬連), a supervisor. Save as disclosed above, Mr. Zhang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules) or Controlling Shareholders of the Company.

Mr. Zhang has entered into a service contract with the Company for a term of three years commencing from 24 February 2020 and may be terminated by not less than three months' prior notice in writing served by either party on the other. Under the service agreement, Mr. Zhang is currently entitled to an annual basic salary of RMB258,000 and a discretionary year-end bonus of an amount to be determined by the Board and approved by the remuneration committee of the Board. The Board determined the remuneration package of Mr. Zhang on the basis of the Company's performance, together with Mr. Zhang's qualifications, responsibilities, experience, contributions to and positions held with the Company.

As at the Latest Practicable Date, Mr. Zhang personally owned 19,220,600 domestic shares of the Company, which represents approximately 50.05% of shareholding in the authorized share capital within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Zhang did not have any other interests in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Zhang that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Fan Fang (范芳), aged 54, was appointed as a Director of the Company on 29 December 2008 and is a member of the Nomination Committee and a member of Remuneration Committee. Mr. Fan graduated from Jinhua Supply and Marketing College in Zhejiang Province (浙江省金華供銷學校) in July 1985. He was responsible for financial matters of a subsidiary of the Changxing County Supplier (長興縣供銷社) between September 1985 and December 1997. Mr. Fan has been appointed as the head of the finance department of the Company since March 2003. Mr. Fan was appointed as the financial controller of the

Company as well on 15 August 2019. Save as disclosed above, Mr. Fan did not hold any directorships in listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Fan does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules) or Controlling Shareholders of the Company.

Mr. Fan has entered into a service contract with the Company for a term of three years commencing from 24 February 2020 and may be terminated by not less than three months' prior notice in writing served by either party on the other. Under the service agreement, Mr. Fan is currently entitled to an annual basic salary of RMB168,000 and a discretionary year-end bonus of an amount to be determined by the Board and approved by the remuneration committee of the Board. The Board determined the remuneration package of Mr. Fan on the basis of the Company's performance, together with Mr. Fan's qualifications, responsibilities, experience, contributions to and positions held with the Company.

As at the Latest Practicable Date, Mr. Fan did not have any interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Fan that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Zhang Jinhua (張金花), aged 47, was appointed as a non-executive Director of the Company on 14 May 2016. She worked for Changxing Gulong Hotel (長興古龍大酒店) from January 1994 to December 2002 and was in charge of procurement work for the hotel. She joined the Company in January 2003 and was in charge of finance related work of the Company. Save as disclosed above, Ms. Zhang did not hold any directorships in listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Ms. Zhang is the sister of Mr. Zhang Youlian (張有連), the executive Director and Chairman of the Company and a cousin of Mr. Zhang Donglian (張冬連), a supervisor of the Company. Save as disclosed above, Ms. Zhang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules) or Controlling Shareholders of the Company.

Ms. Zhang has entered into a service contract with the Company for a term of three years commencing from 14 May 2019 and may be terminated by not less than three months' prior notice in writing served by either party on the other. Under the service agreement, Ms. Zhang is currently entitled to an annual basic salary of RMB48,000 and a discretionary year-end bonus of an amount to be determined by the Board and approved by the remuneration committee of the Board. The Board determined the remuneration package of Ms. Zhang on the basis of the Company's performance, together with Ms. Zhang's qualifications, responsibilities, experience, contributions to and positions held with the Company.

As at the Latest Practicable Date, Ms. Zhang personally owned 398,400 domestic shares of the Company, which represents approximately 1.25% of shareholding in the authorized share capital within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Ms. Zhang did not have any other interests in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Ms. Zhang that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of Zhejiang Chang'an Renheng Technology Co., Ltd.* (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at the Head Office conference room, Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Tuesday, 16 June 2020 at 10:00 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2019.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.
3. To consider and approve the audited consolidated financial statements of the Group and the auditor's report for the year ended 31 December 2019.
4. To consider and re-elect Mr. Zhang Youlian as an executive Director of the Company.
5. To consider and re-elect Mr. Fan Fang as an executive Director of the Company.
6. To consider and re-elect Ms. Zhang Jinhua as a non-executive Director of the Company.
7. To consider and approve the Board to fix the remuneration of the Directors of the Company.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorize the Board to fix the remuneration of the auditor.

SPECIAL RESOLUTION

9. To consider and to authorise the granting of a general mandate to the Board to issue domestic shares (the “**Domestic Shares**”) and overseas listed foreign shares (the “**H Shares**”) of the Company:

“**THAT:**

- (a) The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (b) below), a general and unconditional mandate to separately or concurrently issue, allot and/or deal with additional Domestic Shares and/or H Shares, and to make or grant offers, agreements or options which would or might require the Domestic Shares and/or the H Shares to be issued, allotted and/or dealt with, subject to the following conditions:
- (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (ii) the number of the Domestic Shares and the H Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of each of its existing issued Domestic Shares and H Shares; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) or applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.
- (b) For the purposes of this special resolution:
- “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the 12-month period following the passing of this special resolution; or
- (iii) the date on which the authority granted to the Board as set out in this special resolution is revoked or varied by a special resolution of the Company in a general meeting,

except where the Board has resolved to issue Domestic Shares and/or H Shares during the Relevant Period and the share issuance may have to be continued or implemented after the Relevant Period.

- (c) Contingent on the Board resolving to separately or concurrently issue the Domestic Shares and/or the H Shares pursuant to paragraph (a) of this special resolution, the Board be authorised to increase the registered capital of the Company to reflect the number of such shares authorised to be issued by the Company pursuant to paragraph (a) of this special resolution and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect the separate or concurrent issuance of the Domestic Shares and/or the H Shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital of the Company.”

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

Zhejiang Province, the PRC
12 May 2020

Notes:

- (i) A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) or H share(s) (“**H Share(s)**”) of the Company (collectively, “**Share(s)**”), only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
- (ii) To be valid, the 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 that power of attorney or authority must be deposited 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, and in case of holders of Domestic Shares, to the Company’s mailing address Laoya Tang, Si’an Town, Changxing County, Zhejiang Province, the PRC, not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (iii) The register of members in Hong Kong will be closed from Friday, 15 May 2020 to Tuesday, 16 June 2020, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged 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 no later than 4:00 p.m. on Thursday, 14 May 2020.
- (iv) Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to 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 on or before Tuesday, 26 May 2020.
- (v) Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company's mailing address at Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the PRC on or before Tuesday, 26 May 2020.

As at the date of this notice, the executive Directors are Mr. Zhang Youlian, Mr. She Wenjie and Mr. Fan Fang; the non-executive Director is Ms. Zhang Jinhua and the independent non-executive Directors are Mr. Zhang Lei, Mr. Li Jiangning and Mr. Tang Jingyan.

*This notice, for which the directors (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 of Hong Kong Limited 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.

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