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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 and reply slip 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND**

**(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of Zhejiang Chang'an Renheng Technology Co., Ltd.\* (the "**Company**") to be held at the Head Office conference room, Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the PRC on Monday, 21 February 2022 at 10:00 a.m. is set out on pages 9 to 10 of this circular.

Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Tuesday, 1 February 2022 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary 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 Extraordinary General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Listed Company Announcement" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) and on the Company's website at [www.renheng.com](http://www.renheng.com) for at least 7 days from the date of its publication.

**PRECAUTIONARY MEASURES FOR THE EGM**

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the COVID-19 at the EGM, including:

- compulsory temperature checks
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. The Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

7 January 2022

\* For identification purposes only

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

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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 regards 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 purposes only*

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## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) All attendees must wear surgical face masks inside the EGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

The proxy form for use at the EGM is attached to this circular for registered Shareholders. Alternatively, the proxy form can be downloaded from the "Investor Relations" section of the Company's website. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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

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| “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;  |
| “COVID-19”                               | a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2;   |
| “Director(s)”                            | the director(s) of the Company;  |
| “Extraordinary General Meeting” or “EGM” | an extraordinary 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 Monday, 21 February 2022 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 9 to 10 of this circular, or any adjournment thereof; |
| “GEM”                                    | GEM 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;  |
| “Latest Practicable Date”                | 5 January 2022, 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;  |

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## DEFINITIONS

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| “SFO”            | Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); |
| “Share(s)”       | the H Shares;   |
| “Shareholders”   | holder(s) of the Shares; and  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited.                              |

\* *For identification purposes only*

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LETTER FROM THE BOARD

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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)**

***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. 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

7 January 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND**

**(2) NOTICE OF EXTRAORDINARY 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 EGM relating to the proposed appointment of independent non-executive Director; and

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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- (ii) the notice of the EGM.

### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcements of the Company dated 11 November 2021 and 7 January 2022 in relation to, among others, the passing away of Mr. Li Jiangning and the proposed appointment of Mr. Chen Jianping (陳建平) (“**Mr. Chen**”) as an independent non-executive Director and a member of the audit committee of the Company. Mr. Chen will be proposed for election as an independent non-executive Director and a member of the audit committee of the Company at the EGM. Subject to the approval by the Shareholders at the EGM, Mr. Chen will be appointed as an independent non-executive Director and a member of the audit committee of the Company. The biographical details of Mr. Chen, who will stand for election as an independent non-executive Director at the EGM, as required under Rule 17.46A of the GEM Listing Rules are set out in Appendix I to this circular. Mr. Chen will be appointed at the EGM by resolution passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies).

Subject to Shareholders’ approval of his appointment, Mr. Chen will enter into a service contract with the Company for a term of three years commencing from the conclusion of the EGM, subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles of Association. The Company has received written confirmation from Mr. Chen concerning his independence as an independent non-executive Director in accordance with the GEM Listing Rules.

As at the Latest Practicable Date, Mr. Chen did not have any interest in and did not hold any short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed in Appendix I, Mr. Chen has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, does not hold any other position with the Company or its subsidiaries and is not related to any other Directors, senior management or substantial or controlling Shareholders of the Company. In respect of Mr. Chen’s election, there is no matter relating to his election other than those stated above, that needs to be brought to the attention of the holders of securities of the Company.

Immediately following the appointment:

- (i) the Board comprises three independent non-executive Directors, which fulfils the requirements of having three independent non-executive Directors representing at least one-third of the Board members under Rules 5.05(1) and 5.05A of the GEM Listing Rules; and
- (ii) the Audit Committee comprises three members, which fulfils the requirements of comprising a minimum of three members who are non-executive Directors under Rule 5.28 of the GEM Listing Rules.

### EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 9 to 10 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM 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](http://www.hkexnews.hk)) and the Company ([www.renheng.com](http://www.renheng.com)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Tuesday, 1 February 2022 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

The register of members in Hong Kong will be closed from Saturday, 22 January 2022 to Monday, 21 February 2022, 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 EGM, 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 Friday, 21 January 2022.

### 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 EGM and contained in the EGM Notice will be voted by way of a poll by the Shareholders.

### 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 regards 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 Extraordinary 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 Extraordinary General Meeting.

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

\* *For identification purposes only*

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## APPENDIX I INFORMATION ON THE PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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*The biographical details of Mr. Chen Jianping who will stand for election as an independent non-executive Director at the EGM as required under Rule 17.46A of the GEM Listing Rules are set out below:*

Mr. Chen Jianping (陳建平) (“**Mr. Chen**”), aged 63, is a proposed independent non-executive director of the Company.

Mr. Chen obtained a bachelor’s degree in administrative management profession and law awarded by East China Normal University in 1989 and a master degree of advanced business administration awarded by National Accounting Institute in 2007. In 2000, he obtained the qualification as a senior economist.

Mr. Chen has worked in the futures industry for nearly thirty years. He participated in the establishment of the Shanghai Grain and Oil Commodity Exchange\* (上海糧油商品交易所) from 1991 to 1998, and had worked as the manager of the trading department of the Shanghai Grain and Oil Commodity Exchange. He participated in the establishment of the Shanghai Futures Exchange from 1998 to 2015, and had worked as the senior supervisor of the trading department, information department, marketing department, membership department and supervision department of the Shanghai Futures Exchange and the executive supervisor of the trading operation committee of the Shanghai Futures Exchange. He had worked as the executive dean, dean and director of Shanghai Institute of Futures and Derivatives from 2015 to 2018. He had worked as the chief of the postdoctoral workstation and postdoctoral tutor of Shanghai Futures Exchange from 2015 to 2018.

He had served as an arbitrator of the Shanghai Arbitration Commission from 1995 to 2001, a member of the Futures Company Classification Supervision Review Committee of the China Securities Regulatory Commission from 2009 to 2012, and a member of the Futures Analyst Committee of the China Futures Association from 2008 to 2011.

From 2020 to 2021, he has been a part-time professor in Shanghai Ocean University. Since 2020, he has been a corporate tutor of the College of Economics and Management of Shanghai Ocean University. Since 2018, he has been a member of the Academic Committee of the Beijing Dalian Commodity Exchange Futures and Options Research Centre\* (北京大商所期貨與期權研究中心).

Save as disclosed herein, to the best of the Directors’ knowledge, information and belief having made reasonable enquiry, Mr. Chen (i) has no relationship with any Director, supervisor and senior management or substantial Shareholder or controlling Shareholder of the Company; (ii) has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) does not hold any position with the Company or its subsidiaries and does not have any other directorship held in listed companies in the last three years.

The Company is of the view that Mr. Chen satisfies the independence requirements and has appropriate professional qualifications as required by the GEM Listing Rules.

Save as disclosed herein, the Company considers that in relation to the appointment of Mr. Chen, there is no other information which is discloseable pursuant to Rules 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

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**APPENDIX I      INFORMATION ON THE PROPOSED APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR**

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The Company proposes to enter into a service contract with Mr. Chen for an initial term of three years commencing on the date of the EGM. Pursuant to the service contract of Mr. Chen, he is entitled to receive the remuneration in the amount of RMB80,000 per annum, which is determined by reference to his duties and responsibilities within the Company and the prevailing market level and taking into account of his experience.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) 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 People's Republic of China (the “**PRC**”) on Monday, 21 February 2022 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 appointment of Mr. Chen Jianping (陳建平) (“**Mr. Chen**”) as an independent non-executive director of the Company.
2. To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of Mr. Chen as an independent non-executive director of the Company.

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

Zhejiang Province, the PRC  
7 January 2022

\* For identification purposes only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notes:

- (i) A member of the Company (“**Member**”) entitled to attend and vote at the EGM 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 EGM is enclosed herewith. In the case of joint holders of any H share(s) (“**H Share(s)**”) of the Company, 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 EGM, 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, not later than 24 hours before the time appointed for holding the EGM 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 EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) The register of members in Hong Kong will be closed from Saturday, 22 January 2022 to Monday, 21 February 2022, 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 EGM, 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 Friday, 21 January 2022.
- (iv) Whether or not holders of H Shares intend to attend the EGM, they are requested to complete the enclosed reply slip for the EGM 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, 1 February 2022.

*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 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 regards 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 Listed 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).*

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