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Heng Xin China Holdings Limited 恒芯中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8046)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Heng Xin China Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Friday, 4 January 2013 at Unit 2, 24/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong to consider and, if thought fit, approve the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 20 October 2012 and entered into between America Assets Holding Group Limited (the “**Purchaser**”) as purchaser and Star Hub Investments Limited (the “**Vendor**”), an indirect wholly owned subsidiary of the Company, as vendor (the “**Sale and Purchase Agreement**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to acquire the entire issued share capital of Magic Golden Limited at RMB328 million in cash, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder; and

* For identification purposes only

- (c) the Directors be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and to agree to any amendment to the terms of the Sale and Purchase Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.”

Yours faithfully
By Order of the Board
HENG XIN CHINA HOLDINGS LIMITED
Xiao Yan
Chief Executive Officer

Hong Kong, 17 December 2012

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit 2, 24/F
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Mr. Xiao Yan (*Chief Executive Officer*)
Mr. Feng Yongming
Mr. Li Tao

Non-executive Director:

Mr. Xu Lei

Independent non-executive Directors:

Mr. Leung Wo Ping *JP*
Mr. Dong Shi
Mr. Hu Dingdong

Notes:

- (1) A member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company's branch registrar in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (3) Completion and return of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.