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**HENGXIN**  
恒芯中國

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

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 8046)

## RESULTS OF ANNUAL GENERAL MEETING HELD ON 17 DECEMBER 2012 AND CHANGE OF AUDITOR

The Board is pleased to announce that all the ordinary resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM held on 17 December 2012.

### RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the circular dated 15 November 2012 (the “Circular”) of Heng Xin China Holdings Limited (the “Company”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the ordinary resolutions as set out in the notice of AGM were duly passed by the Shareholders by way of poll at the AGM held on 17 December 2012. The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

As at the date of the AGM, the total number of Shares in issue was 2,808,590,188, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no restrictions on any Shareholder to cast votes on any of the proposed resolutions at the AGM. The poll results of the resolutions set out in the notice of AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 30 June 2012	929,289,832 99.90%	896,000 0.10%

\* For identification purposes only

ORDINARY RESOLUTIONS			Number of votes cast (%)	
			FOR	AGAINST
2.	(a)	To re-elect Mr. Leung Wo Ping JP as Director	929,289,832 99.90%	896,000 0.10%
	(b)	To re-elect Mr. Hu Dingdong as Director	929,289,832 99.90%	896,000 0.10%
	(c)	To authorise the Board to fix the Directors' remuneration	929,289,832 99.90%	896,000 0.10%
3.	To appoint Cheng & Cheng Limited as the Company's auditor and authorise the Board to fix their remuneration		930,185,832 100.00%	0 0%
4.	To grant the Issuance Mandate to the Directors to issue, allot and deal with the Shares		923,783,832 99.31%	6,402,000 0.69%
5.	To grant the Repurchase Mandate to the Directors to repurchase the Shares		930,185,832 100.00%	0 0%
6.	To extend the nominal amount of the Shares repurchased by the Company to the Issuance Mandate granted to the Directors under resolution no. 4		929,289,832 99.90%	896,000 0.10%
<b>As more than 50% of the votes were cast in favour of the above resolutions, all resolutions were duly passed as ordinary resolutions.</b>				

## CHANGE OF AUDITOR

Following the passing of the resolution no. 3, the auditor of the Company was duly changed from Morison Heng to Cheng & Cheng Limited effective from the conclusion of the AGM.

By Order of the Board  
**HENG XIN CHINA HOLDINGS LIMITED**  
**Cheng Kit Sum Clara**  
*Company Secretary*

Hong Kong, 17 December 2012

*As at the date of this announcement, the Board comprises Mr. Xiao Yan (CEO), Mr. Feng Yongming and Mr. Li Tao as executive Directors; Mr. Xu Lei as non-executive Director; Mr. Leung Wo Ping JP, Mr. Dong Shi and Mr. Hu Dingdong as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("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 announcement 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 announcement misleading.*

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