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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)

**SUPPLEMENTAL AGREEMENT IN RELATION TO
PLACING OF BONDS
AND COMPLETION OF THE PLACING OF FIRST TRANCHE BONDS**

Placing Agent



英皇證券(香港)有限公司
Emperor Securities Limited

The Board is pleased to announce that on 21 December 2012, the Supplemental Agreement was entered into between the Company and the Placing Agent, pursuant to which certain additional undertakings and events of default are added to the Placing Agreement and the Bond Instruments.

Further, the Board would also like to announce that subsequent to the entering into of the Supplemental Agreement, the Completion Notice in respect of the First Tranche Bonds has been received by the Company from the Placing Agent on 21 December 2012 and the Placing of the First Tranche Bonds was completed on the same day in accordance with the terms and conditions of the Placing Agreement.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

Reference is made to the announcement (the “**Announcement**”) dated 22 November 2012 in relation to the placing of (i) the First Tranche Bonds in an aggregate principal amount of HK\$50 million on a fully underwritten basis; and (ii) the Second Tranche Bonds in an aggregate principal amount of up to HK\$100 million on a best effort basis. Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

* For identification purposes only

The Board is pleased to announce that on 21 December 2012, a supplemental agreement (the “**Supplemental Agreement**”) was entered into between the Company and the Placing Agent, pursuant to which certain additional undertakings have been given by the Company in favour of the Placing Agent and the Bondholders, and it was also agreed that certain additional event of defaults shall be added to the instruments (the “**Bonds Instruments**”) constituting the Bonds.

Save for the changes set out in this announcement, there are no other amendments to the Placing Agreement. The Directors consider that the terms of the Supplemental Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Further, the Board would also like to announce that subsequent to the entering into of the Supplemental Agreement, the Completion Notice in respect of the First Tranche Bonds has been received by the Company from the Placing Agent on 21 December 2012. According to the Completion Notice, the Placing of First Tranche Bonds was completed on 21 December 2012 in accordance with the terms and conditions of the Placing Agreement, and the First Tranche Bonds in the principal amount of HK\$50 million was issued by the Company.

By order of the Board of
Heng Xin China Holdings Limited
Xiao Yan
Chief Executive Officer

Hong Kong, 21 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 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 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.

This announcement will remain on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of its posting and on the website of the Company at www.hengxinchina.com.hk.