

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent of the Subscription as set out in each Subscription Agreement have been satisfied, and the Subscription was completed on 8 April 2013 in accordance with the terms and conditions of each Subscription Agreement.

An aggregate of 100,000,000 Subscription Shares, representing approximately 3.12% of the total enlarged issued share capital of the Company, were allotted and issued to the Subscribers, at the Subscription Price of HK\$0.25 per Subscription Share under the General Mandate. As a result of the completion of the Subscription, Subscriber A and Subscriber B has become the beneficial owner of 60,000,000 and 40,000,000 Subscription Shares, representing approximately 1.87% and 1.25% of the total enlarged issued share capital of the Company respectively.

Reference is made to the announcement of the Heng Xin China Holdings Limited (the “Company”) dated 26 March 2013 (the “Announcement”) in relation to, among other things, the subscription of new shares of the Company to Easy Team Investment Limited and Mr. Tian Wei respectively. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all conditions precedent of the Subscription as set out in each Subscription Agreement have been satisfied, and the Subscription was completed on 8 April 2013 in accordance with the terms and conditions of each Subscription Agreement.

An aggregate of 100,000,000 Subscription Shares, representing approximately 3.12% of the total enlarged issued share capital of the Company, were allotted and issued to the Subscribers, at the Subscription Price of HK\$0.25 per Subscription Share under the General Mandate. As a result of the completion of the Subscription, Subscriber A and Subscriber B has become the beneficial owner of 60,000,000 and 40,000,000 Subscription Shares, representing approximately 1.87% and 1.25% of the total enlarged issued share capital of the Company respectively.

* For identification purposes only

The gross proceeds arising from the Subscription amounted to approximately HK\$25.0 million and the net proceeds arising from the Subscription amounted to approximately HK\$24.9 million. The net proceeds raised per Subscription Share arising from the Subscription amounted to approximately HK\$0.25 per Subscription Share.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after the completion of the Subscription is set out below:

	Immediately before completion of the Subscription		Immediately after completion of the Subscription after all Subscription Shares are fully allotted and issued (Note 3)	
	<i>No. of Shares</i>	<i>Approx. percentage</i>	<i>No. of Shares</i>	<i>Approx. percentage</i>
Team Effort Investments Limited (Note 1)	623,542,451	20.06%	623,542,451	19.43%
Directors (Note 2)	4,681,334	0.15%	4,681,334	0.15%
Subscriber A	—	—	60,000,000	1.87%
Subscriber B	—	—	40,000,000	1.25%
Other public shareholders	<u>2,480,366,403</u>	<u>79.79%</u>	<u>2,480,366,403</u>	<u>77.30%</u>
	<u><u>3,108,590,188</u></u>	<u><u>100%</u></u>	<u><u>3,208,590,188</u></u>	<u><u>100%</u></u>

Note:

1. Mr. Choi Chung Lam (“Mr. Choi”) is the legal and beneficial owner of the entire issued share capital of Team Effort Investments Limited. Hence, Mr. Choi is deemed to be interested in 623,542,451 Shares through the shareholding interest of Team Effort Investments Limited in the Company.
2. Mr. Xiao Yan and Mr. Qiu Bin, executive Directors of the Company, are interested in 2,273,334 Shares and 2,408,000 Shares respectively.
3. This does not include any Shares which may be issued pursuant to the exercise of options or warrants of the Company in place as at the date of each Subscription Agreement.

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

Hong Kong, 8 April 2013

As at the date of this announcement, the Board comprises Mr. Xiao Yan (CEO), Mr. Li Tao and Mr. Qiu Bin 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 at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at www.hengxinchina.com.hk.