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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 11:00 a.m. on Monday, 10 March 2014 at Unit 2, 24/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong to consider and, if thought fit, pass, with or without modification pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional termination agreement dated 31 December 2013 (the “**Termination Agreement**”, a copy of which has been produced to the meeting and marked “A” and signed by the Chairman of the meeting for identification purpose) entered into between Shenzhen Champion Maxiumic Group Co., Limited* (深圳中澤明芯集團有限公司), an indirect wholly-owned subsidiary of the Company, as vendor and Hebei Guangdian Network Investment Limited* (河北廣電網絡投資有限公司) as purchaser in relation to the sale and purchase of the Assets (as defined in the circular of the Company dated 21 February 2014 (the “**Circular**”)) and the termination of the Cooperation Agreement (as defined in the Circular), and the transactions contemplated under the Termination Agreement be and are hereby approved, confirmed and ratified; and

* *For identification purposes only*

(b) the director(s) of the Company be and are hereby authorized for and on behalf of the Company, among other matters, to sign, execute, deliver or authorize the signing, executing and delivering of all such documents, instruments and agreements and to do all such acts and things as may be deemed by them in their absolute discretion consider to be necessary, expedient or desirable to give effect to and implement the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 21 February 2014

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. Li Tao
Mr. Qiu Bin

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. A form or proxy for use at the meeting is enclosed with the circular of the Company dated 21 February 2014.
- (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 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.

This announcement, for which the directors of the Company (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 of The Stock Exchange of Hong Kong Limited ("GEM") 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