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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)

### **COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

The Board announces that all conditions of the Subscription have been fulfilled and the completion of the Subscription took place on 15 May 2014. Pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 50,000,000 new Shares were issued and allotted to the Subscriber at the Subscription Price of HK\$0.25 per Subscription Share.

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 7 May 2014 (the “**Announcement**”) in relation to the Subscription pursuant to the Subscription Agreement. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

#### **COMPLETION OF THE SUBSCRIPTION**

The Board announces that all conditions of the Subscription have been fulfilled and the completion of the Subscription took place on 15 May 2014. Pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 50,000,000 new Shares were issued and allotted to the Subscriber at the Subscription Price of HK\$0.25 per Subscription Share. The Subscriber does not become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Subscription.

The gross proceeds arising from the Subscription amounted to HK\$12.5 million and the net proceeds arising from the Subscription amounted to approximately HK\$12.5 million. The net proceeds raised per Subscription Share arising from the Subscription amounted to approximately HK\$0.25 per Subscription Share.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The 50,000,000 Subscription Shares represent (i) approximately 1.47% of the issued share capital of the Company immediately before completion of the Subscription; and (ii) approximately 1.45% of the issued share capital of the Company as enlarged by the issue of 50,000,000 Subscription Shares.

Set out below is the shareholding structure of the Company (i) immediately before completion of the Subscription; and (ii) immediately after completion of the Subscription:

	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	<i>No. of Shares</i>	<i>Approx. percentage</i>	<i>No. of Shares</i>	<i>Approx. percentage</i>
Team Effort Investments Limited ( <i>Note 1</i> )	623,542,451	18.29%	623,542,451	18.03%
Directors ( <i>Note 2</i> )	4,681,334	0.14%	4,681,334	0.14%
The Subscriber ( <i>Note 3</i> )	-	-	50,000,000	1.45%
Other public Shareholders	2,780,366,403	81.57%	2,780,366,403	80.38%
Total	<u>3,408,590,188</u>	<u>100%</u>	<u>3,458,590,188</u>	<u>100%</u>

*Notes:*

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. The Subscriber is an Independent Third Party and does not become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Subscription. Therefore, the Subscriber is treated as public Shareholder.

By Order of the Board  
**Heng Xin China Holdings Limited**  
**Tse Kam Fai**  
*Company Secretary*

Hong Kong, 15 May 2014

*As at the date of this announcement, the Board comprises Mr. Xiao Yan (Chief Executive Officer), Mr. Qiu Bin and Mr. Li Tao as executive Directors; Mr. Xu Lei as non-executive Director; and 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](http://www.hkgem.com) 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](http://www.hengxinchina.com.hk).*

*\* For identification purposes only*