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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)

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Heng Xin China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Wang Kun (“**Mr. Wang**”) has been appointed as an executive Director and Mr. Lei Yong (“**Mr. Lei**”) has been appointed as an independent non-executive Director, both with effect from 22 December 2014.

The biographical details of Mr. Wang are set out below:

Mr. Wang Kun, aged 34, was graduated from China University of Political Science and Law with a bachelor of laws and a master of laws. Mr. Wang was one of the founder members of TOLES Examination Centre in China. He also worked in various financial institutions including securities companies and banks. Mr. Wang is a lawyer, providing legal advisory services to various sizeable corporations and listed companies relating to mergers and acquisitions, corporate restructuring, development and issuance of financial products. Mr. Wang did not hold any directorships in other listed public companies in the past three years.

Mr. Wang has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. The remuneration of Mr. Wang will be determined with reference to his duties and responsibilities to be decided at a later stage by the Board. He is subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice.

The biographical details of Mr. Lei are set out below:

Mr. Lei Yong, aged 50, was graduated from South China Institute of Technology (now known as South China University of Technology) with a bachelor of engineering degree in chemical engineering studies. He is a professor level senior engineer and is a certified budgeting specialist, registered supervision engineer and registered consulting engineer (investment). He is also a member of Professional Committee of China Chemical Technical and Economic Modernization and Management (中國化工技術經濟和管理現代化專業委員會). He has over 25 years of experience in project investment evaluation and project investment analysis. Mr. Lei joined Wuhuan Engineering Co. Ltd. (中國五環工程有限公司) in 1986 and is currently its supervisor and officer of its corporate development department. Currently, he is also a supervisor of Yunnan Dawei Ammonia Co. Ltd. (雲南大為制氨有限公司)(a subsidiary of Yunnan Yunwei Company Limited (雲南雲維集團有限公司), whose shares are listed on Shanghai Stock Exchange), a supervisor of Hunan Huayin Energy Technology Co., Ltd. (湖南華銀能源技術有限公司), a director of Taiyuan Zhonglian Zenong Chemical Co., Ltd. (太原中聯澤農化工有限公司) and a director of Wuhan Zhongzehengyuan Biological Material and Technology Co., Ltd. (武漢中澤恒遠生物材料技術有限公司). Mr. Lei did not hold any directorships in any other listed public companies in the last three years.

Mr. Lei has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. He is subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice. According to the service contract between the Company and Mr. Lei, he is entitled to a Director's fee of HK\$120,000 per annum which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

As at the date of this announcement, each of Mr. Wang and Mr. Lei:-

- (i) does not hold any other positions with the Company or other members of the Group;
- (ii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)) of the Company; and
- (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the shareholders of the Company relating to the appointment of Mr. Wang and Mr. Lei.

The Board would like to take this opportunity to extend its welcome to Mr. Wang and Mr. Lei.

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

Hong Kong, 22 December 2014

As at the date of this announcement, the Board comprises Mr. Xiao Yan (Chief Executive Officer), Mr. Qiu Bin, Mr. Li Tao and Mr. Wang Kun as executive Directors; Mr. Xu Lei as non-executive Director; and Mr. Leung Wo Ping JP, Mr. Dong Shi, Mr. Hu Dingdong and Mr. Lei Yong 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 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.

** For identification purposes only*