

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 any securities of the Company.



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 TO THE FIRST SUBSCRIPTION AGREEMENT AND COMPLETION OF SUBSCRIPTION OF 125,000,000 NEW SHARES UNDER GENERAL MANDATE

The Board announces that on 28 January 2015, the Company and the First Subscriber entered into the Supplemental Agreement to amend the number of Subscription Shares from 166,600,000 to 125,000,000.

Following the execution of the Supplemental Agreement, the Board is pleased to announce that all conditions precedent under the First Subscription Agreement have been fulfilled. Accordingly, the completion of the First Subscription shall take place on 30 January 2015 on which 125,000,000 new Shares will be issued and allotted to the First Subscriber.

Reference is made to the announcements of Heng Xin China Holdings Limited (the “**Company**”) dated 18 December 2014 and 19 January 2015 (the “**Announcements**”) in relation to, among other matters, the First Subscription. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

THE SUPPLEMENTAL AGREEMENT

On 28 January 2015, after arm’s length negotiations, the Company and the First Subscriber entered into a supplemental agreement to the First Subscription Agreement (as amended and supplemented by a supplemental letter dated 19 January 2015) (the “**Supplemental Agreement**”) to amend the number of Subscription Shares from 166,600,000 to 125,000,000 for the purposes of facilitating the progress of the transaction. The aforesaid 125,000,000 new Shares represent (i) approximately 3.23% of the issued share capital of the Company immediately before completion of the First Subscription; and (ii) approximately 3.12% of the issued share capital of the Company as enlarged by the issue and allotment of 125,000,000 new Shares.

As a result of the entering into of the Supplemental Agreement and the adjustment to the number of Subscription Shares under the First Subscription, the aggregate consideration for the First Subscription is reduced from HK\$19,992,000 to HK\$15,000,000.

Save as disclosed above, the other terms of the First Subscription Agreement (as amended and supplemented by a supplemental letter dated 19 January 2015) remain unchanged.

COMPLETION OF THE SUBSCRIPTION OF 125,000,000 NEW SHARES UNDER GENERAL MANDATE

Following the execution of the Supplemental Agreement, the Board is pleased to announce that all conditions precedent under the First Subscription Agreement have been fulfilled. Accordingly, the completion of the First Subscription shall take place on 30 January 2015 (the “**Completion of the First Subscription**”) on which 125,000,000 new Shares will be issued and allotted to the First Subscriber at the Subscription Price of HK\$0.12 per Subscription Share. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the First Subscriber and its ultimate beneficial owner are Independent Third Parties. It is expected that the First Subscriber will not become a substantial Shareholder (as defined under the GEM Listing Rules) upon Completion of the First Subscription.

The gross proceeds arising from the First Subscription amounted to HK\$15 million and the net proceeds arising therefrom, after deduction of expenses, are estimated to be amounted to approximately HK\$15 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The aforesaid 125,000,000 new Shares represent (i) approximately 3.23% of the issued share capital of the Company immediately before Completion of the First Subscription; and (ii) approximately 3.12% of the issued share capital of the Company as enlarged by the issue and allotment of 125,000,000 new Shares.

The table below shows the effects on the shareholding structure of the Company as a result of the Completion of the First Subscription, assuming no Shares will be issued and/or repurchased by the Company between the date of this announcement and the date of Completion of the First Subscription:

	Immediately before Completion of the First Subscription		Immediately after Completion of the First Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Team Effort Investments Limited (<i>Note 1</i>)	623,542,451	16.09	623,542,451	15.59
Xiao Yan (<i>Note 2</i>)	2,273,334	0.06	2,273,334	0.06
Qiu Bin (<i>Note 3</i>)	2,408,000	0.06	2,408,000	0.06
Public Shareholders				
First Subscriber (<i>Note 4</i>)	-	-	125,000,000	3.12
Other public Shareholders	<u>3,246,966,403</u>	<u>83.79</u>	<u>3,246,966,403</u>	<u>81.17</u>
Total	<u><u>3,875,190,188</u></u>	<u><u>100.00</u></u>	<u><u>4,000,190,188</u></u>	<u><u>100.00</u></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 is the chief executive officer of the Company and the executive Director.
3. Mr. Qiu Bin is the executive Director.

4. The First Subscriber is an Independent Third Party and will not become a substantial Shareholder (as defined under the GEM Listing Rules) upon Completion of the First Subscription.

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

Hong Kong, 28 January 2015

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*