

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)

COMPLETION OF SUBSCRIPTION OF 300,000,000 NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent under each of the Subscription Agreements have been fulfilled and the completion of the Subscription took place on 25 March 2015 in accordance with the relevant Subscription Agreement. Accordingly, an aggregate of 300,000,000 new Shares were issued and allotted at the Subscription Price of HK\$0.12 per Subscription Share.

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 12 March 2015 (the “**Announcement**”) in relation to the Subscription. 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 OF 300,000,000 NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent under each of the Subscription Agreements have been fulfilled and the completion of the Subscription took place on 25 March 2015 in accordance with the relevant Subscription Agreement. Accordingly, 166,600,000, 83,400,000, 33,400,000 and 16,600,000 new Shares were issued and allotted to the First Subscriber, the Second Subscriber, the Third Subscriber and the Fourth Subscriber respectively 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, each of the First Subscriber and its ultimate beneficial owner, the Second Subscriber, the Third Subscriber and the Fourth Subscriber is an Independent Third Party and is independent of and not connected with other Subscribers and their respective associates and none of them has become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the relevant Subscription.

The aggregate gross proceeds arising from the Subscription amounted to HK\$36 million and the aggregate net proceeds arising therefrom, after deduction of expenses, amounted to approximately HK\$36 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The aforesaid 300,000,000 new Shares represent (i) approximately 7.50% of the issued share capital of the Company immediately before completion of the Subscription; and (ii) approximately 6.98% of the issued share capital of the Company as enlarged by the issue and allotment of 300,000,000 new Shares.

The table below shows the effects on the shareholding structure of the Company as a result of the completion of the Subscription:

	Immediately before completion of the Subscription		Immediately after completion of the Subscription (Note 5)	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Team Effort Investments Limited (Note 1)	623,542,451	15.59	623,542,451	14.50
Xiao Yan (Note 2)	2,273,334	0.06	2,273,334	0.05
Qiu Bin (Note 3)	2,408,000	0.06	2,408,000	0.06
Public Shareholders				
First Subscriber (Note 4)	-	-	166,600,000	3.87
Second Subscriber (Note 4)	-	-	83,400,000	1.94
Third Subscriber (Note 4)	-	-	33,400,000	0.78
Fourth Subscriber (Note 4)	-	-	16,600,000	0.39
Other public Shareholders	<u>3,371,966,403</u>	<u>84.29</u>	<u>3,371,966,403</u>	<u>78.41</u>
Total	<u>4,000,190,188</u>	<u>100.00</u>	<u>4,300,190,188</u>	<u>100.00</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. Each of the Subscribers is an Independent Third Party and none of them has become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Subscription.
5. 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 this announcement.

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

Hong Kong, 25 March 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*