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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 15 MAY 2015

The Board is pleased to announce that all resolutions proposed at the AGM held on 15 May 2015 were duly passed by the shareholders of the Company by way of poll.

POLL RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the circular of Heng Xin China Holdings Limited (the “**Company**”) dated 31 March 2015 (the “**Circular**”) setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 15 May 2015 (the “**Notice**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions proposed at the AGM, as set out in the Notice, were duly passed by way of poll voting.

Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follows:

| | Ordinary Resolutions | | Number of Shares voted (%) | |
|----|---|--|----------------------------|-----------|
| | | | For | Against |
| 1. | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2014. | | 588,217,922 (100%) | 0 (0%) |
| 2. | (i) | To re-elect Mr. Xiao Yan as a Director. | 588,217,922 (100%) | 0 (0%) |
| | (ii) | To re-elect Mr. Qiu Bin as a Director. | 588,217,922 (100%) | 0 (0%) |
| | (iii) | To re-elect Mr. Wang Kun as a Director. | 588,217,922 (100%) | 0 (0%) |
| | (iv) | To re-elect Mr. Leung Wo Ping <i>JP</i> as a Director. | 588,217,922 (100%) | 0 (0%) |
| | (v) | To re-elect Mr. Lei Yong as a Director. | 588,217,922 (100%) | 0 (0%) |
| | (vi) | To authorize the Board to fix the Directors' remuneration. | 588,217,922 (100%) | 0 (0%) |
| 3. | To re-appoint Cheng & Cheng Limited as the Company's auditor and authorise the Board to fix their remuneration. | | 588,217,922 (100%) | 0 (0%) |
| 4. | To grant a general mandate to the Directors to issue, allot and deal with the Company's shares. | | 588,217,922 (100%) | 0 (0%) |
| 5. | To grant a general mandate to the Directors to repurchase the Company's shares. | | 588,217,922 (100%) | 0 (0%) |
| 6. | To extend the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4. | | 588,217,922 (100%) | 0 (0%) |

As all of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company was 4,300,190,188 shares, which was the total number of shares entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM. No holders of the shares of the Company are required under the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) on The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) to abstain from voting or have indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions at the AGM.

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

Hong Kong, 15 May 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.

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