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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 ISSUE OF 100,000,000 SUBSCRIPTION SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all conditions precedent under the Third Subscription Agreement have been fulfilled. Accordingly, the completion of the Third Subscription took place on 10 June 2015 in accordance with the Third Subscription Agreement on which 100,000,000 new Shares were issued and allotted at the Subscription Price of HK\$0.17 per Subscription Share.

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 14 May 2015 (the “**Announcement**”) in relation to, among other matters, the Third 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 ISSUE OF 100,000,000 SUBSCRIPTION SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all conditions precedent under the Third Subscription Agreement have been fulfilled and the completion of the Third Subscription took place on 10 June 2015 in accordance with the Third Subscription Agreement on which 100,000,000 new Shares were issued and allotted to the Third Subscriber at the Subscription Price of HK\$0.17 per Subscription Share. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, each of the Third Subscriber and its ultimate beneficial owner is Independent Third Party and is independent of and not connected with the other Subscribers and their respective associates. The Third Subscriber does not become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Third Subscription.

The aggregate gross proceeds arising from the Third Subscription amounted to HK\$17 million and the aggregate net proceeds arising therefrom, after deduction of expenses, amounted to approximately HK\$17 million.

## **EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

The aforesaid 100,000,000 new Shares represent (i) approximately 2.33% of the issued share capital of the Company immediately before completion of the Third Subscription; and (ii) approximately 2.27% of the issued share capital of the Company as enlarged by the issue and allotment of 100,000,000 new Shares.

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

	<b>Immediately before completion of the Third Subscription</b>		<b>Immediately after completion of the Third Subscription (Note 5)</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Team Effort Investments Limited (Note 1)	623,542,451	14.50	623,542,451	14.17
Xiao Yan (Note 2)	2,273,334	0.05	2,273,334	0.05
Qiu Bin (Note 3)	2,408,000	0.06	2,408,000	0.05
<b>Public Shareholders</b>				
Third Subscriber (Note 4)	45,000,000	1.05	145,000,000	3.30
Other public Shareholders	<u>3,626,966,403</u>	<u>84.34</u>	<u>3,626,966,403</u>	<u>82.43</u>
<b>Total</b>	<u><u>4,300,190,188</u></u>	<u><u>100.00</u></u>	<u><u>4,400,190,188</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 Third Subscriber is an Independent Third Party and does not become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Third 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.

## GENERAL

As at the date of this announcement, the conditions precedent under the First Subscription Agreement and the Second Subscription Agreement have not yet been fulfilled in full. The Company will make further announcement(s) in respect of the First Subscription and the Second Subscription as and when appropriate.

**Completion of each of the First Subscription and the Second Subscription is subject to the satisfaction of the conditions precedent as set out in the First Subscription Agreement and the Second Subscription Agreement respectively. As the First Subscription and the Second Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 10 June 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](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*