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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to (i) the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 14 May 2015 (the “**Announcement**”) in relation to the subscription of an aggregate of 500,000,000 new Shares under general mandate; (ii) the announcement of the Company dated 10 June 2015 in relation to the completion of the Third Subscription relating to the subscription of 100,000,000 new Shares; and (iii) the announcement of the Company dated 12 June 2015 in relation to the extension of Long Stop Date for completion of the First Subscription and the Second Subscription. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

SUPPLEMENTAL AGREEMENT

On 15 June 2015, the Company entered into a supplemental agreement (the “**Supplemental Agreement**”) with the First Subscriber and the Second Subscriber respectively under which the following terms of the First Subscription Agreement and the Second Subscription Agreement have been amended:-

- (1) The Subscription Price has been amended from HK\$0.17 per Subscription Share to HK\$0.205 per Subscription Share (“**Revised Subscription Price**”).

The Revised Subscription Price of HK\$0.205 per Subscription Share represents (i) a discount of 18% to the closing price of HK\$0.25 per Share as quoted on the Stock Exchange on 12 June 2015, being the full trading day of the Shares immediately prior to the date of the Supplemental Agreement; and (ii) a discount of approximately 17% to the average closing price of HK\$0.247 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including 12 June 2015, being the full trading day of the Shares immediately prior to the date of the Supplemental Agreement.

Having considered the prevailing market price of the Shares and after arm’s length negotiation, the Board considers that the Revised Subscription Price is fair and reasonable.

- (2) The number of Subscription Shares to be allotted and issued to each of the First Subscriber and the Second Subscriber has amended from 200,000,000 Subscription Shares to 165,856,000 Subscription Shares (the “**Adjustment of Number of Subscription Shares**”).

The 165,856,000 Subscription Shares represent (i) approximately 3.77% of the existing issued share capital of the Company of 4,400,190,188 Shares immediately before the completion of each of the First Subscription and the Second Subscription; and (ii) approximately 3.51% of the issued share capital of the Company of 4,731,902,188 Shares as enlarged by the issue and allotment of all Subscription Shares, assuming there is no change in the issued share capital of the Company before the completion of the First Subscription and the Second Subscription.

The Board considers that the Revised Subscription Price and the Adjustment of Number of Subscription Shares would be in the interest of the Company and the Shareholders as a whole.

Save as disclosed in this announcement, all other terms of each of the First Subscription Agreement and the Second Subscription Agreement shall remain unchanged and continue in full force and effect.

Completion 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 (as amended and supplemented by the Supplemental Agreement) and the Second Subscription Agreement (as amended and supplemented by the Supplemental 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, 15 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 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*