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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)

TERMINATION OF SUBSCRIPTION AGREEMENTS 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 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; (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 to 29 June 2015 (the “**New Long Stop Date**”); and (iv) the announcement of the Company dated 15 June 2015 in relation to the Revised Subscription Price and the Adjustment of Number of Subscription Shares (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

TERMINATION OF SUBSCRIPTION AGREEMENTS

The Board hereby announces that the conditions precedent under each of the First Subscription Agreement and the Second Subscription Agreement have not been fulfilled as of 29 June 2015 and the parties to each of the First Subscription Agreement and the Second Subscription Agreement have not come to an agreement on extension of the New Long Stop Date. Accordingly, each of the First Subscription Agreement and the Second Subscription Agreement has been terminated and the First Subscription and the Second Subscription will not be proceeded with.

The Board considers that the termination of the First Subscription Agreement and the Second Subscription Agreement has no material adverse impact on the business operation and financial position of the Company.

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

Hong Kong, 29 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*