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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 240,000,000 SUBSCRIPTION SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent under each of the First Subscription Agreement and the Sixth Subscription Agreement have been fulfilled and the completion of the First Subscription and the Sixth Subscription took place on 27 August 2015 in accordance with the relevant Subscription Agreements. Accordingly, an aggregate of 240,000,000 new Shares were issued and allotted at the Subscription Price of HK\$0.1 per Subscription Share.

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 18 August 2015 (the “**Announcement**”) in relation to the subscription of an aggregate of 630,000,000 new Shares. 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 240,000,000 SUBSCRIPTION SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent under each of the First Subscription Agreement and the Sixth Subscription Agreement have been fulfilled and the completion of the First Subscription and the Sixth Subscription took place on 27 August 2015 in accordance with the relevant Subscription Agreements. Accordingly, an aggregate of 240,000,000 new Shares were issued and allotted to the First Subscriber and the Sixth Subscriber respectively at the Subscription Price of HK\$0.1 per Subscription Share. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, each of the First Subscriber and the Sixth Subscriber is an Independent Third Party and is independent of and not connected with the other Subscribers and their respective associates. 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 First Subscription and the Sixth Subscription amounted to HK\$24 million and the aggregate net proceeds arising therefrom, after deduction of expenses, amounted to approximately HK\$24 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The aforesaid 240,000,000 new Shares represent (i) approximately 5.45% of the issued share capital of the Company immediately before completion of the First Subscription and the Sixth Subscription; and (ii) approximately 5.17% of the issued share capital of the Company as enlarged by the issue and allotment of 240,000,000 new Shares.

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

	Immediately before completion of the First Subscription and the Sixth Subscription		Immediately after completion of the First Subscription and the Sixth Subscription	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Team Effort Investments Limited (<i>Note 1</i>)	623,542,451	14.17	623,542,451	13.44
Xiao Yan (<i>Note 2</i>)	2,273,334	0.05	2,273,334	0.05
Qiu Bin (<i>Note 3</i>)	2,408,000	0.05	2,408,000	0.05
Public Shareholders				
First Subscriber	-	-	220,000,000	4.74
Sixth Subscriber	-	-	20,000,000	0.43
Other public Shareholders	<u>3,771,966,403</u>	<u>85.73</u>	<u>3,771,966,403</u>	<u>81.29</u>
Total	<u><u>4,400,190,188</u></u>	<u><u>100.00</u></u>	<u><u>4,640,190,188</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.

GENERAL

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

Completion of each of the Second Subscription, the Third Subscription, the Fourth Subscription and the Fifth Subscription is subject to the satisfaction of the conditions precedent under the relevant Subscription Agreements. As the aforesaid Subscriptions 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, 27 August 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*