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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)

**(1) TERMINATION OF SUBSCRIPTION AGREEMENTS
IN RELATION TO THE SUBSCRIPTION OF
360,000,000 NEW SHARES UNDER GENERAL MANDATE
AND
(2) FURTHER EXTENSION OF THE LONG STOP DATE
FOR COMPLETION OF CAPITAL INJECTION IN
SHANXI ZHONGZE HENG YUAN BIOLOGICAL
TECHNOLOGY COMPANY LIMITED***

**(1) TERMINATION OF SUBSCRIPTION AGREEMENTS IN RELATION TO
THE SUBSCRIPTION OF 360,000,000 NEW SHARES UNDER GENERAL
MANDATE**

The Board announces that conditions precedent of each of the Third Subscription Agreement, the Fourth Subscription Agreement and the Fifth Subscription Agreement have not been fulfilled on or before 30 September 2015 and the Company and each of the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber have not come to an agreement on extension of the Subscription New Long Stop Date. Accordingly, each of the Third Subscription Agreement, the Fourth Subscription Agreement and the Fifth Subscription Agreement has been terminated.

(2) FURTHER EXTENSION OF THE LONG STOP DATE FOR COMPLETION OF CAPITAL INJECTION IN SHANXI ZHONGZE HENG YUAN BIOLOGICAL TECHNOLOGY COMPANY LIMITED*

The Board also announces that on 30 September 2015, Beijing Kaiqiao, Zhong Xiang and Hu Guosheng have agreed in writing to further extend the Capital Injection Long Stop Date to 31 October 2015.

(1) TERMINATION OF SUBSCRIPTION AGREEMENTS IN RELATION TO THE SUBSCRIPTION OF 360,000,000 NEW SHARES UNDER GENERAL MANDATE

Reference is made to (i) the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 18 August 2015 (the “**Subscription Announcement**”) in relation to the subscription of an aggregate of 630,000,000 new Shares under general mandate; (ii) the announcement of the Company dated 27 August 2015 in relation to the completion of the First Subscription and the Sixth Subscription relating to the subscription of an aggregate of 240,000,000 new Shares; (iii) the announcement of the Company dated 14 September 2015 in relation to the completion of the Second Subscription relating to the subscription of 30,000,000 new Shares; and (iv) the announcement of the Company dated 17 September 2015 in relation to the extension of Long Stop Date for completion of each of the Third Subscription, the Fourth Subscription and the Fifth Subscription to 30 September 2015 (the “**Subscription New Long Stop Date**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Subscription Announcement unless the context otherwise requires.

The Board hereby announces that the conditions precedent of each of the Third Subscription Agreement, the Fourth Subscription Agreement and the Fifth Subscription Agreement have not been fulfilled on or before 30 September 2015 and the Company and each of the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber have not come to an agreement on extension of the Subscription New Long Stop Date. Accordingly, each of the Third Subscription Agreement, the Fourth Subscription Agreement and the Fifth Subscription Agreement has been terminated and the Third Subscription, the Fourth Subscription and the Fifth Subscription will not be proceeded with.

The Board considers that the termination of the Third Subscription Agreement, the Fourth Subscription Agreement and the Fifth Subscription Agreement has no material adverse impact on the business operation and financial position of the Company.

(2) FURTHER EXTENSION OF THE LONG STOP DATE FOR COMPLETION OF CAPITAL INJECTION IN SHANXI ZHONGZE HENG YUAN BIOLOGICAL TECHNOLOGY COMPANY LIMITED*

Reference is made to (i) the announcement of the Company dated 26 January 2015 in relation to the Capital Injection of RMB52 million by Beijing Kaiqiao to the Target Company pursuant to the Capital Injection Agreement dated 26 January 2015 entered into between Beijing Kaiqiao, Zhong Xiang and Hu Guosheng (the “**Capital Injection Announcement**”); (ii) the announcement of the Company dated 29 May 2015 in relation to the extension of the long stop date (“**Capital Injection Long Stop Date**”) for the completion of the Capital Injection to 31 July 2015; and (iii) the announcement of the Company dated 31 July 2015 in relation to the further extension of the Capital Injection Long Stop Date for the completion of the Capital Injection to 30 September 2015.

Capitalised terms used in this announcement shall have the same meanings as those defined in the Capital Injection Announcement unless the context otherwise requires.

On 30 September 2015, Beijing Kaiqiao, Zhong Xiang and Hu Guosheng have agreed in writing to further extend the Capital Injection Long Stop Date to 31 October 2015 as additional time is required for fulfilment of the conditions precedent set out in the Capital Injection Agreement. The Board considers that such extension of the Capital Injection Long Stop Date is in the interest of the Company and the Shareholders as a whole. Save and except for the aforesaid extension of the Capital Injection Long Stop Date, all other terms and conditions of the Capital Injection Agreement shall remain unchanged and continue in full force and effect.

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

Hong Kong, 30 September 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*