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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 590,000,000 SUBSCRIPTION SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled and the completion of the Subscription took place on 9 November 2015 in accordance with the Subscription Agreement. Accordingly, a total of 590,000,000 new Shares were issued and allotted to the Subscriber at the Subscription Price of HK\$0.105 per Subscription Share.

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 28 October 2015 (the “**Announcement**”) in relation to the subscription of a total of 590,000,000 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 590,000,000 SUBSCRIPTION SHARES UNDER GENERAL MANDATE**

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The net proceeds from the Subscription amounted to approximately HK\$61.95 million. The proceeds will be used by the Company as to (i) approximately HK\$5 million as general working capital of the Company; (ii) and approximately HK\$56.95 million for the capital injection into 山西中澤恒遠生物科技有限公司 (Shanxi Zhongze Heng Yuan Biological Technology Company Limited\*) (Details of the transaction are set out in the announcement of the Company dated 26 January 2015) and/or to finance any potential investment opportunities of the Group that may arise from time and time.

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

The aforesaid 590,000,000 Subscription Shares represent (i) approximately 12.63% of the issued share capital of the Company immediately before completion of the Subscription; and (ii) approximately 11.22% of the issued share capital of the Company as enlarged by the issue and allotment of 590,000,000 Subscription Shares.

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

	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Team Effort Investments Limited ( <i>Note 1</i> )	623,542,451	13.35	623,542,451	11.85
Xiao Yan ( <i>Note 2</i> )	2,273,334	0.05	2,273,334	0.04
Qiu Bin ( <i>Note 3</i> )	2,408,000	0.05	2,408,000	0.05
Subscriber ( <i>Note 4</i> )	-	-	590,000,000	11.22
Public Shareholders	<u>4,041,966,403</u>	<u>86.55</u>	<u>4,041,966,403</u>	<u>76.84</u>
<b>Total</b>	<u><u>4,670,190,188</u></u>	<u><u>100.00</u></u>	<u><u>5,260,190,188</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 an executive Director.
3. Mr. Qiu Bin is an executive Director.
4. Mr. Wang Peng (王鵬) (“**Mr. Wang**”) is the legal and beneficial owner of the entire issued share capital of the Subscriber. Hence, Mr. Wang is deemed to be interested in 590,000,000 Shares through the shareholding interest of the Subscriber in the Company.

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

Hong Kong, 9 November 2015

*As at the date of this announcement, the Board comprises Mr. Xiao Yan (Chief Executive Officer), Mr. Qiu Bin, Mr. Li Tao, Mr. Wang Kun and Mr. Li Nan as executive Directors; Mr. Xu Lei as non-executive Director; and Mr. Leung Wo Ping JP, Mr. Dong Shi, Mr. Hu Dingdong, Mr. Lei Yong and Mr. Gao Yang 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*