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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)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 28 JANUARY 2016**

The Board is pleased to announce that all resolutions proposed at the SGM held on 28 January 2016 were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll.

Reference is made to the circular (the “**Circular**”) of Heng Xin China Holdings Limited (the “**Company**”) dated 12 January 2016 and the notice (the “**Notice**”) of the special general meeting of the Company (“**SGM**”) of even date. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all resolutions proposed at the SGM held on 28 January 2016, as set out in the Notice, were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll.

Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

The poll results of the SGM are as follows:

Ordinary Resolutions[#]		Number of Shares voted (%)	
		For	Against
1.	To approve, confirm and ratify the First CB Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the First Convertible Bonds and the granting of the specific mandate to the Directors for the allotment and issue of the Conversion Shares upon conversion of the First Convertible Bonds	1,366,600,081 (100%)	0 (0%)
2.	To approve, confirm and ratify the Second CB Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Second Convertible Bonds and the granting of the specific mandate to the Directors for the allotment and issue of the Conversion Shares upon conversion of the Second Convertible Bonds	1,366,600,081 (100%)	0 (0%)
3.	To approve, confirm and ratify the First Share Subscription Agreement and the transactions contemplated thereunder, including but not limited to the granting of the specific mandate to the Directors for the allotment and issue of the First Subscription Shares	1,366,600,081 (100%)	0 (0%)
4.	To approve, confirm and ratify the Second Share Subscription Agreement and the transactions contemplated thereunder, including but not limited to the granting of the specific mandate to the Directors for the allotment and issue of the Second Subscription Shares	1,366,600,081 (100%)	0 (0%)
5.	To grant a general mandate and authorise the Directors to allot, issue and deal with the shares of the Company	1,364,326,747 (100%)	0 (0%)
6.	To re-elect Mr. Gao Yang as an executive Director	1,366,600,081 (100%)	0 (0%)

Ordinary Resolutions [#]		Number of Shares voted (%)	
		For	Against
7.	To re-elect Mr. Wang Kun as a non-executive Director	1,366,600,081 (100%)	0 (0%)
8.	To re-elect Mr. Chiu Chi Kong as an independent non-executive Director	1,366,600,081 (100%)	0 (0%)

[#]Full text of the above resolutions was set out in the Notice.

As all of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions.

As at the date of the SGM, the Company had 5,260,190,188 Shares in issue.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of resolutions numbered 1 to 4 and resolutions numbered 6 to 8 at the SGM and no Shareholder was required to abstain from voting on resolutions numbered 1 to 4 and resolutions numbered 6 to 8 at the SGM. No party has stated his/her/its intention in the Circular to vote against resolutions numbered 1 to 4 and resolutions numbered 6 to 8 proposed at the SGM. As such, the total number of Shares entitling the Shareholders to attend and vote for or against resolutions numbered 1 to 4 and resolutions numbered 6 to 8 at the SGM was 5,260,190,188 Shares.

As disclosed in the Circular, pursuant to Rule 17.42A(1) of the GEM Listing Rules, the proposed grant of Refreshed General Mandate is subject to the Independent Shareholders' approval by way of a poll at the SGM whereby any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates are required to abstain from voting in favour of the resolution numbered 5 proposed at the SGM to approve the proposed grant of Refreshed General Mandate. As at the date of the SGM, the Company has no controlling Shareholder and Mr. Xiao Yan, an executive Director and the chief executive officer of the Company, was interested in 2,273,334 Shares and Mr. Qiu Bin, an executive Director, was interested in 2,408,000 Shares. Accordingly, Mr. Xiao Yan and

Mr. Qiu Bin, and their respective associates, are required to abstain from voting in favour of resolution numbered 5 at the SGM. The Board confirms that Mr. Xiao Yan and Mr. Qiu Bin, and their respective associates, had abstained from voting in respect of resolution numbered 5 at the SGM. No party has stated his/her/its intention in the Circular to vote against resolution numbered 5 proposed at the SGM. Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of resolution numbered 5 at the SGM and no Shareholder was required to abstain from voting on resolution numbered 5 at the SGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against resolution numbered 5 at the SGM was 5,255,508,854 Shares.

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

Hong Kong, 28 January 2016

As at the date of this announcement, the Board comprises Mr. Xiao Yan (Chief Executive Officer), Mr. Qiu Bin, Mr. Li Tao, Mr. Li Nan, Mr. Gao Yang and Mr. Yu Bun as executive Directors, Mr. Wang Kun as non-executive Director and Mr. Leung Wo Ping JP, Mr. Hu Dingdong, Mr. Lei Yong and Mr. Chiu Chi Kong as independent nonexecutive 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 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.

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