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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 DISCLOSEABLE TRANSACTION - 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 (“**Announcement**”); (ii) the announcement of the Company dated 29 May 2015 in relation to the extension of the long stop date for the completion of the Capital Injection (“**Long Stop Date**”) to 31 July 2015; (iii) the announcement of the Company dated 31 July 2015 in relation to the further extension of the Long Stop Date to 30 September 2015; (iv) the announcement of the Company dated 30 September 2015 in relation to, among other matters, further extension of the Long Stop Date to 31 October 2015; (v) the announcement of the Company dated 29 October 2015 in relation to the further extension of the Long Stop Date to 30 November 2015; and (vi) the announcement of the Company dated 30 November 2015 in relation to the further extension of the Long Stop Date to 31 December 2015.

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

The Board is pleased to announce that all the conditions precedent set out in the Capital Injection Agreement have been fulfilled and the Completion has occurred on 4 December 2015.

Pursuant to the Capital Injection Agreement, among other things, (i) assuming the Completion is on or before 30 May 2015, Hu Guosheng and Zhong Xiang have guaranteed that the audited net profit after tax of the Target Company, as prepared in accordance with the HKFRS, for the three years ending 30 June 2016, 2017 and 2018 (“**Guaranteed Period**”) shall not be less than RMB30.00 million, RMB36.00 million and RMB43.20 million respectively (“**Profit Guarantee**”); and (ii) if the Completion is beyond 30 May 2015, the cut-off date of the three years Guaranteed Period shall be re-determined.

Given that the Capital Injection was completed on 4 December 2015, the Guaranteed Period was no longer applicable. Accordingly, Beijing Kaiqiao, Hu Guosheng and Zhong Xiang, after arm’s length negotiation, have agreed in writing to revise the cut-off date of the Guaranteed Period in respect of the Guaranteed Profits as follows:

- (i) for the year ending 31 December 2016 shall not be less than RMB30.00 million;
- (ii) for the year ending 31 December 2017 shall not be less than RMB36.00 million; and
- (iii) for the year ending 31 December 2018 shall not be less than RMB43.20 million.

Except for the aforesaid change in the cut-off date of the Guaranteed Period, other terms of the Profit Guarantee remain unchanged.

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

Hong Kong, 19 February 2016

*As at the date of this announcement, the Board comprises Tan Sri Dato’ Lim Tong Yong (Chairman), 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 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*