

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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 THE ISSUE OF SECOND CONVERTIBLE BONDS DUE 2017 IN THE PRINCIPAL AMOUNT OF HK\$50,000,000 UNDER SPECIFIC MANDATE

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 8 December 2015 and the circular of the Company dated 12 January 2016 (the “**Circular**”) in relation to, among other things, the proposed issue of the Second Convertible Bonds under specific mandate. Reference is also made to the announcement of the Company dated 5 February 2016 in relation to, among other things, the completion of the issue of the First Convertible Bonds. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that all conditions precedent under the Second CB Subscription Agreement have been fulfilled and the Second CB Subscription Completion took place on 19 February 2016. In accordance with the Second CB Subscription Agreement, upon the Second CB Subscription Completion, the Company has issued the Second Convertible Bonds for the principal amount of HK\$50,000,000 with an initial Conversion Price of HK\$0.115 per Conversion Share for subscription by the Second CB Subscriber.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below shows the shareholding structure of the Company (i) immediately before the Second CB Subscription Completion; (ii) immediately after the Second CB Subscription Completion and exercise in full of the conversion rights attaching to the Second Convertible Bonds; and (iii) immediately after full conversion of the Convertible Bonds (based on the initial Conversion Price and without taking into account an adjustment would be made, and assuming there being no other change in the shareholding structure and the share capital of the Company immediately after the date of this announcement and up to the full conversion of the Convertible Bonds and no redemption of the Convertible Bonds pursuant to the terms and conditions of the Convertible Bonds). Shareholders should note that the analysis under scenarios (ii) and (iii) are shown for illustration purpose only:

	(i) Immediately before the Second CB Subscription Completion		(ii) Immediately after the Second CB Subscription Completion and exercise in full of the conversion rights attaching to the Second Convertible Bonds at the initial Conversion Price		(iii) Immediately after the full conversion of the Convertible Bonds at the initial Conversion Price	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Lim Tong Yong (Note 1)	870,000,000	12.43	870,000,000	11.70	870,000,000	10.48
Xiao Yan (Note 2)	2,273,334	0.03	2,273,334	0.03	2,273,334	0.03
Qiu Bin (Note 3)	2,408,000	0.03	2,408,000	0.03	2,408,000	0.03
Sino Perfect Investments Limited (Note 4)	870,000,000	12.43	870,000,000	11.70	870,000,000	10.48
First CB Subscriber	-	-	-	-	869,565,217	10.47
Second CB Subscriber (Note 5)	-	-	434,782,608	5.85	434,782,608	5.24
Other Public Shareholders	5,255,508,854	75.08	5,255,508,854	70.69	5,255,508,854	63.27
Total	7,000,190,188	100.00	7,434,972,796	100.00	8,304,538,013	100.00

Notes:

1. Tan Sri Dato' Lim Tong Yong is the Chairman of the Board and an executive Director.
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. Sino Perfect Investments Limited is owned as to 50% by Mr. Chan Chun Wo and 50% by Ms. Huang Fan. Hence, each of Mr. Chan Chun Wo and Ms. Huang Fan is deemed to be interested in 870,000,000 Shares through the shareholding interest of Sino Perfect Investments Limited in the Company.

5. Ms. Chan Lai Pan is the legal and beneficial owner of the entire issued share capital of the Second CB Subscriber. Hence, Ms. Chan Lai Pan is deemed to be interested in 434,782,608 Conversion Shares to be allotted and issued by the Company upon exercise in full by the Second CB Subscriber of the conversion rights attached to the Second Convertible Bonds at the initial Conversion Price.

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 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*