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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) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 31 MAY 2016;
(2) RETIREMENT OF DIRECTORS; AND
(3) CHANGE OF CHIEF EXECUTIVE OFFICER,
COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE**

(1) Poll Results of the AGM

The Board announces that save and except for the resolutions relating to the re-election of Mr. Li Tao, Mr. Li Nan and Mr. Yu Bun as Directors, the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 31 May 2016.

(2) Retirement of Directors

With effect from the conclusion of the AGM, each of Mr. Xiao Yan, Mr. Li Tao, Mr. Li Nan and Mr. Yu Bun retired as an executive Director.

(3) Change of Chief Executive Officer, Compliance Officer and Authorised Representative

The Board also announces that Mr. Xiao Yan resigned as the Chief Executive Officer, Compliance Officer and Authorised Representative with effect from his retirement as an executive Director at the conclusion of the AGM. Mr. Gao Yang has been appointed as the Compliance Officer and the Authorised Representative with effect from 31 May 2016. Mr. Tan Xiangdong has been appointed as the Chief Executive Officer with effect from 1 June 2016.

Reference is made to the announcement of Heng Xin China Holdings Limited (the “**Company**”) dated 22 April 2016 (the “**Announcement**”) in relation to, among other things, the retirement of Director and the circular of the Company dated 28 April 2016 (the “**Circular**”) setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 31 May 2016 (the “**Notice**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

(1) POLL RESULTS OF THE AGM

The Board announces that save and except for the resolutions relating to the re-election of Mr. Li Tao, Mr. Li Nan and Mr. Yu Bun as Directors, the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 31 May 2016.

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

The poll results of the AGM are as follows:

Ordinary Resolutions[#]		Number of Shares voted (approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2015.	3,207,321,789 (99.96%)	1,154,600 (0.04%)

Ordinary Resolutions [#]		Number of Shares voted (approximate %)	
		For	Against
2.	(a) To re-elect Tan Sri Dato' Lim Tong Yong as an executive Director.	3,208,476,389 (100%)	0 (0%)
	(b) To re-elect Mr. Li Tao as an executive Director.	12,720,455 (0.40%)	3,195,755,934 (99.60%)
	(c) To re-elect Mr. Li Nan as an executive Director.	13,875,055 (0.43%)	3,194,601,334 (99.57%)
	(d) To re-elect Mr. Yu Bun as an executive Director.	13,875,055 (0.43%)	3,194,601,334 (99.57%)
	(e) To re-elect Mr. Hu Dingdong as an independent non-executive Director.	3,207,313,789 (99.96%)	1,162,600 (0.04%)
	(f) To authorize the Board to fix the Directors' remuneration.	3,208,476,389 (100%)	0 (0%)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and authorise the Board to fix their remuneration.	3,208,476,389 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to issue, allot and deal with the Company's shares.	884,993,789 (27.58%)	2,323,482,600 (72.42%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares.	886,148,389 (27.62%)	2,322,328,000 (72.38%)
6.	To extend the number of the shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4.	884,993,789 (27.58%)	2,323,482,600 (72.42%)
7.	To approve the refreshment of the scheme mandate limit under the Company's share option scheme adopted on 30 December 2011.	3,207,313,789 (99.96%)	1,162,600 (0.04%)

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

As majority of the votes were cast in favour of each of resolutions numbered 1, 2(a), 2(e), 2(f), 3 and 7, such resolutions were duly passed as ordinary resolutions. As less than 50% of the votes were cast in favour of each of resolutions numbered 2(b), 2(c), 2(d), 4, 5 and 6, such resolutions were not passed as ordinary resolutions.

As at the date of the AGM, the total number of issued Shares was 7,956,709,837 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

(2) RETIREMENT OF DIRECTORS

As set out in the Announcement and the Circular respectively, in accordance with the Bye-laws, Mr. Xiao Yan, an executive Director, shall retire from office by rotation at the AGM and Mr. Xiao Yan has indicated not to seek for re-election at the AGM. Accordingly, Mr. Xiao Yan has retired as an executive Director with effect from the conclusion of the AGM.

As indicated above, the resolutions numbered 2(b), 2(c) and 2(d) relating to the re-election of Mr. Li Tao, Mr. Li Nan and Mr. Yu Bun were not passed at the AGM. Accordingly, each of Mr. Li Tao, Mr. Li Nan and Mr. Yu Bun has retired as an executive Director with effect from the conclusion of the AGM.

The Board is not aware of any disagreement with each of Mr. Xiao Yan, Mr. Li Tao, Mr. Li Nan and Mr. Yu Bun or any matters relating to their retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

(3) CHANGE OF CHIEF EXECUTIVE OFFICER, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

As set out in the Announcement, with effect from his retirement as an executive Director at the conclusion of the AGM, Mr. Xiao Yan also resigned as the chief executive officer of the Company (the “**Chief Executive Officer**”), the Compliance Officer and the Authorised Representative. To fill the vacancies following the resignation of Mr. Xiao Yan as abovementioned, Mr. Gao Yang, an executive Director, was appointed as the Compliance Officer and the Authorised Representative with effect from 31 May 2016. As set out in the Company’s announcement dated 24 May 2016, Mr. Tan Xiangdong has been appointed as the Chief Executive Officer with effect from 1 June 2016.

By Order of the Board
HENG XIN CHINA HOLDINGS LIMITED
Lim Tong Yong
Chairman

Hong Kong, 31 May 2016

As at the date of this announcement, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Qiu Bin and Mr. Gao Yang 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.

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