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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)

**RESIGNATION OF DIRECTORS AND
CHANGE OF MEMBER OF AUDIT COMMITTEE**

RESIGNATION OF DIRECTORS

The Board announces that Mr. Lei Yong and Mr. Chiu Chi Kong have tendered their resignation as independent non-executive Directors, both with effect from 8 June 2016.

CHANGE OF MEMBER OF AUDIT COMMITTEE

The Board also announces that following the resignation of Mr. Lei Yong with effect from 8 June 2016, he ceased to be a member of the Audit Committee. Mr. Chan Fong Kong Francis, an independent non-executive Director, has been appointed as a member of the Audit Committee.

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Heng Xin China Holdings Limited (the “**Company**”) announces that with effect from 8 June 2016:-

1. Mr. Lei Yong (“**Mr. Lei**”) has tendered his resignation as independent non-executive Director as he would like to devote more time to his own business; and
2. Mr. Chiu Chi Kong (“**Mr. Chiu**”) has tendered his resignation as independent non-executive Director due to the increased commitment on his personal business interests.

Mr. Lei and Mr. Chiu have respectively confirmed to the Board that they have no disagreement with the Board and that there is no matter in respect of their resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to extend its appreciation to Mr. Lei and Mr. Chiu for their valuable contribution during their tenure of office in the Company.

Following the resignation of Mr. Lei and Mr. Chiu, the Company only has three independent non-executive Directors, thus the number of the independent non-executive Directors does not represent one-third of the Board as required under Rule 5.05A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”). In order to comply with the required number of independent non-executive Directors under the GEM Listing Rules, the Company will use its best endeavour to identify suitable candidate(s) to fill up the vacancy arising from the resignation of Mr. Lei and Mr. Chiu as soon as practicable and in any event within three months as required under Rule 5.06 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

CHANGE OF MEMBER OF AUDIT COMMITTEE

The Board also announces that following the resignation of Mr. Lei with effect from 8 June 2016, he ceased to be a member of the audit committee of the Company (the “**Audit Committee**”). Mr. Chan Fong Kong Francis, an independent non-executive Director, has been appointed as a member of the Audit Committee.

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

Hong Kong, 8 June 2016

As at the date of this announcement, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Tan Xiangdong (Vice Chairman and Chief Executive Officer), Mr. Qiu Bin, Mr. Gao Yang, Mr. Hu Qixian and Mr. Chen Xi as executive Directors, Mr. Wang Kun as non-executive Director and Mr. Leung Wo Ping JP, Mr. Hu Dingdong and Mr. Chan Fong Kong Francis 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*