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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 COMPOSITION OF COMMITTEES OF THE BOARD**

#### **RESIGNATION OF DIRECTORS**

The Board announces that Mr. Leung Wo Ping *JP* and Mr. Hu Dingdong have tendered their resignation as independent non-executive Directors, both with effect from 20 June 2016.

#### **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

The Board also announces the following changes in the composition of the committees of the Board, all with effect from 20 June 2016:-

1. following the resignation of Mr. Leung Wo Ping *JP* with effect from 20 June 2016, he ceased to be the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
2. following the resignation of Mr. Hu Dingdong with effect from 20 June 2016, he ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;

3. Mr. Qiu Bin, an executive Director, has ceased to be a member of each of the Nomination Committee and the Remuneration Committee;
4. Mr. Chan Fong Kong Francis, an independent non-executive Director, has been appointed as the chairman of the Audit Committee and a member of the Remuneration Committee;
5. Ms. Chen Yan, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee and a member of the Audit Committee;
6. Mr. Xu Haiou, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
7. Mr. Hu Qixian, an executive Director, has been appointed as a member of the Nomination Committee; and
8. Mr. Chen Xi, an executive Director, has been appointed as a member of the Remuneration 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 20 June 2016:-

1. Mr. Leung Wo Ping *JP* (“**Mr. Leung**”) has tendered his resignation as independent non-executive Director as he would like to devote more time to his own business; and
2. Mr. Hu Dingdong (“**Mr. Hu**”) has tendered his resignation as independent non-executive Director as he would like to devote more time to his own business.

Mr. Leung and Mr. Hu 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. Leung and Mr. Hu for their valuable contribution during their tenure of office in the Company.

Following the resignation of Mr. Leung and Mr. Hu, 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. Leung and Mr. Hu 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 COMPOSITION OF COMMITTEES OF THE BOARD**

The Board also announces the following changes in the composition of the committees of the Board, all with effect from 20 June 2016:-

1. following the resignation of Mr. Leung with effect from 20 June 2016, he ceased to be the chairman of each of the audit committee (the “**Audit Committee**”), nomination committee (the “**Nomination Committee**”) and remuneration committee of the Company (the “**Remuneration Committee**”);
2. following the resignation of Mr. Hu with effect from 20 June 2016, he ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
3. Mr. Qiu Bin, an executive Director, has ceased to be a member of each of the Nomination Committee and the Remuneration Committee;
4. Mr. Chan Fong Kong Francis, an independent non-executive Director, has been appointed as the chairman of the Audit Committee and a member of the Remuneration Committee;
5. Ms. Chen Yan, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee and a member of the Audit Committee;
6. Mr. Xu Haiou, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
7. Mr. Hu Qixian, an executive Director, has been appointed as a member of the Nomination Committee; and
8. Mr. Chen Xi, an executive Director, has been appointed as a member of the Remuneration Committee.

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

Hong Kong, 20 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. Chan Fong Kong Francis, Ms. Chen Yan and Mr. Xu Haiou 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*