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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)

### **SUPPLEMENTAL TO AND COMPLETION OF DISCLOSEABLE TRANSACTION IN RESPECT OF THE ACQUISITION OF ENTIRE ISSUED SHARE CAPITAL OF JTI SECURITIES LIMITED**

Reference is made to the announcement (the “**Announcement**”) of Heng Xin China Holdings Limited (the “**Company**”) dated 7 June 2016 in relation to the acquisition of the entire issued share capital of JTI Securities Limited. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board announces that all the conditions precedent in the Sale and Purchase Agreement have already been fulfilled on 24 February 2017 and on 23 March 2017, the Vendor and the Purchaser entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which the parties agreed that (i) the Completion Date shall be amended to 23 March 2017, instead of original time frame of within ten Business Days after the fulfillment of all the Conditions; and (ii) the determination of the final consideration for the Acquisition (the “**Final Consideration**”) shall be subject to the net asset value of the Target Company as at 28 February 2017 (“**Completion NAV**”), instead of the net asset value of the Target Company as of 3 Business Days prior to the Completion Date. Save for the above amendments, all other material terms and conditions of the Sale and Purchase Agreement remain unchanged and in full force and effect. The Directors believe that the Supplemental Agreement is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Completion took place on 23 March 2017 in accordance with the terms and conditions of the Sale and Purchase Agreement (as supplemented by the Supplemental Agreement). As disclosed in the Announcement, the Company expected that the Final Consideration shall not exceed HK\$25 million. The parties have now determined that the Final Consideration, being the sum of the agreed Premium of HK\$13 million and the amount of the Completion NAV, was approximately HK\$22.8 million and on Completion, the Purchaser has paid the Final Consideration in accordance with the terms of the Sale and Purchase Agreement (as supplemented by the Supplemental Agreement).

Following the Completion, the Target Company has become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the consolidated financial statements of the Company.

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

Hong Kong, 23 March 2017

*As at the date of this announcement, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Chen Rongbin (Vice Chairman and Chief Executive Officer), Mr. Qiu Bin, Mr. Gao Yang, Mr. Hu Qixian and Mr. Chen Xi as executive Directors and Mr. Wong Chi Keung, Ms. Chen Yan, Mr. Xu Haiou and Mr. Chau Sen Chung 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*