
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Heng Xin China Holdings Limited**, you should at once hand this circular, together with the form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,
- (2) RE-ELECTION OF RETIRING DIRECTORS, AND
- (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Heng Xin China Holdings Limited (the “Company”) to be held at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 2 June 2017 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you intend to attend the AGM and/or vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not later than 11:00 a.m. on Wednesday, 31 May 2017 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular, for which the directors of the Company (“Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“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 circular 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 circular misleading.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.hengxinchina.com.hk.

31 March 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 2 June 2017 at 11:00 a.m. or any adjournment thereof to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-5 of this circular
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company and as amended from time to time
“Company”	Heng Xin China Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares up to 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	24 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein

DEFINITIONS

“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares up to 10% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers as approved by the Securities and Futures Commission of Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



HENGXIN
恒芯中國

Heng Xin China Holdings Limited 恒芯中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8046)

Executive Directors:

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

Mr. Chen Xi

Independent non-executive Directors:

Mr. Wong Chi Keung

Ms. Chen Yan

Mr. Xu Haiou

Mr. Chau Sen Chung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Suite 3604, 36/F., Central Plaza

18 Harbour Road, Wanchai

Hong Kong

31 March 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
AND
(2) RE-ELECTION OF RETIRING DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) re-election of retiring Directors. The notice of the AGM containing the proposed resolutions and other information is set out on pages AGM-1 to AGM-5 of this circular.

** for identification purpose only*

LETTER FROM THE BOARD

PROPOSED GRANTING OF GENERAL MANDATES

Ordinary resolutions will be proposed at the AGM to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with Shares up to 20% of the number of issued Shares on the date of passing of such resolution (i.e. 1,660,907,602 Shares) on the basis that 8,304,538,010 Shares were in issue as at the Latest Practicable Date and assuming that no Share will be issued or repurchased by the Company from the Latest Practicable Date up to the date of the AGM;
- (b) to purchase Shares up to 10% of the number of issued Shares on the date of passing of such resolution (i.e. 830,453,801 Shares) on the basis that 8,304,538,010 Shares were in issue as at the Latest Practicable Date and assuming that no Share will be issued or repurchased by the Company from the Latest Practicable Date up to the date of the AGM; and
- (c) to extend the Issue Mandate by an amount representing the number of issued Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate. The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of AGM as set out on pages AGM-1 to AGM-5 of this circular.

With reference to the Issue Mandate and Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto. In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have the power from time to time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting. Pursuant to Bye-law 87(2) of the Bye-laws, any Director appointed pursuant to Bye-law 86(2) of the Bye-laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, pursuant to Bye-law 87(1) of the Bye-laws, Mr. Qiu Bin (“**Mr. Qiu**”) shall retire from office by rotation at the AGM and Mr. Chen Rongbin, Mr. Hu Qixian (“**Mr. Hu**”), Mr. Chen Xi, Mr. Wong Chi Keung (“**Mr. Wong**”), Ms. Chen Yan (“**Ms. Chen**”), Mr. Xu Haiou (“**Mr. Xu**”) and Mr. Chau Sen Chung (“**Mr. Chau**”), who were appointed as Directors by the Board after the annual general meeting held on 31 May 2016, shall retire at the AGM pursuant to Bye-law 86(2) of the Bye-laws. All the above retiring Directors, being eligible, will offer themselves for re-election.

Each of Mr. Wong, Ms. Chen, Mr. Xu and Mr. Chau, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. As an independent non-executive Director, each of Mr. Wong, Ms. Chen, Mr. Xu and Mr. Chau has demonstrated his/her ability to provide an independent view to the Company’s matters. The Board is of the view that each of Mr. Wong, Ms. Chen, Mr. Xu and Mr. Chau is able to continue to fulfill his/her role as an independent non-executive Director and thus recommends him/her for re-election at the AGM. Further, the Board is also of the view that each of Mr. Wong, Ms. Chen, Mr. Xu and Mr. Chau meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting (including, but not limited to, an annual general meeting). Biographies and other details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular. At the AGM, ordinary resolutions will be proposed to approve the re-election of the retiring Directors.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is the notice convening the AGM to consider and, if appropriate, to approve, among other things, the ordinary resolutions in relation to the re-election of the retiring Directors, the Issue Mandate (and any extension thereof) and the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not later than 11:00 a.m. on Wednesday, 31 May 2017 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING AT ANNUAL GENERAL MEETING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

So far as the Directors are aware and having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting.

COMPETING INTERESTS

None of the Directors or their associates had an interest in a business, which competes or may compete with the business of the Group, or has any other conflict of interests with the Group.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 26 May 2017 to Friday, 2 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 4:30 p.m on Thursday, 25 May 2017.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the grant of the Issue Mandate, the Repurchase Mandate, and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the approval of the Repurchase Mandate.

1. PROVISIONS OF THE GEM LISTING RULES**(a) Shareholders' approval**

All proposed repurchase of securities on GEM by a company with its primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval in relation to a particular transaction.

(b) Source of funds

Any repurchases must be financed out of funds legally available for the purpose and in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Core connected person

Under the GEM Listing Rules, a company shall not knowingly repurchase shares from a core connected person (as defined under the GEM Listing Rules) and a core connected person shall not knowingly sell his shares to the company. As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquiries, none of the Directors or their close associates (as defined under the GEM Listing Rules) has a present intention to sell Shares to the Company or has undertaken not, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

2. NUMBER OF SHARES SUBJECT TO THE REPURCHASE MANDATE

It is proposed that the Repurchase Mandate will authorise the repurchase by the Company of up to 10% of the number of issued Shares as at the date of passing the relevant resolution. As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 and the paid-up share capital was HK\$83,045,380.10 representing 8,304,538,010 Shares in issue. On the basis of 8,304,538,010 Shares in issue (assuming no Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM), the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 830,453,801 Shares during the period in which the Repurchase Mandate remains in force.

3. REASONS FOR THE REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and Shareholders as a whole to have a general authority to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings (in each case on a per Share basis) and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2016) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and the Bye-laws, the GEM Listing Rules, and the applicable laws of Bermuda. The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association and the Bye-laws and the applicable laws of Bermuda.

8. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 10% or more of the issued Shares (based on the information available to the Directors as at the Latest Practicable Date), before and after such repurchase would be as follows:

Name of Shareholder	Number of Shares	Percentage of existing shareholding	Percentage of shareholding of the Repurchase Mandate is exercised in full
Tang Hanbo	2,004,020,000	24.13%	26.81%
Lim Tong Yong	865,596,000	10.42%	11.58%

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase made under the Repurchase Mandate.

9. SHARE REPURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company, whether on GEM or otherwise, in the six months preceding the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which the Shares have traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
March	0.295	0.237
April	0.270	0.201
May	0.215	0.143
June	0.175	0.125
July	0.130	0.095
August	0.110	0.086
September	0.126	0.092
October	0.105	0.084
November	0.110	0.047
December	0.061	0.041
2017		
January	0.090	0.045
February	0.079	0.065
March (up to and including the Latest Practicable Date)	0.094	0.072

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM pursuant to Bye-law 86(2) or 87(1) of the Bye-laws, are set out below:

EXECUTIVE DIRECTORS

Mr. Chen Rongbin, aged 53, was appointed as a vice chairman of the Board, an executive Director and the chief executive officer of the Company on 21 July 2016. He obtained his bachelor's degree in economics from Hunan College of Finance and Economics (湖南財經學院) (now known as Hunan University (湖南大學)) in 1987. Mr. Chen Rongbin obtained the Economist qualification (經濟師任職資格) and awarded the Floor Trader qualification (出市代表資格) from the Shenzhen Stock Exchange. He also obtained the practising certificate issued by the Securities Association of China and a license for dealing in securities issued by the Securities and Futures Commission in Hong Kong. Mr. Chen Rongbin has almost 30 years of experiences in banking and security management and is familiar with financial businesses such as banking, security and third party payment. He served as senior management in several sizeable state-owned financial institutions during 1987 to 2012. From September 2012 to August 2015, Mr. Chen Rongbin worked with Yue Xiu Securities Holdings Limited, and his last position was marketing director. From October 2015 to June 2016, he served as chief investment officer of Aurum Pacific (China) Group Limited, whose shares are listed on the GEM. Save as disclosed above, as at the Latest Practicable Date, Mr. Chen Rongbin has not held any position with the Company or any other members of the Group and did not hold any directorship in other listed public companies in the past three years.

Mr. Chen Rongbin has entered into a service contract with the Company for an initial term of three years commencing on 21 July 2016, which is automatically renewable for successive terms of one year upon expiry of the then current term of his appointment, unless terminated by either party giving not less than three months prior notice. He is subject to retirement at the next following general meeting of the Company and at which he will be eligible for re-election and thereafter subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Pursuant to the terms of the service contract between the Company and Mr. Chen Rongbin, he is entitled to a director's fee of HK\$150,000 per month, which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Chen Rongbin does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters relating to the re-election of Mr. Chen Rongbin that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

Mr. Qiu Bin, aged 44, was appointed as an executive Director on 1 January 2013. Mr. Qiu is also a director of a subsidiary of the Company. He graduated from Beijing Union University with a bachelor degree in Business Administration. From 1992 to 2003, Mr. Qiu was the department manager at the Bank of China Limited, Beijing Branch responsible for a wide range of banking and credit duties. From 2004 to 2008, he joined the Shanghai Pudong Development Bank, Beijing Branch and served as the business manager in charge of marketing and credit functions. Mr. Qiu then became the deputy general manager and director of the finance department in Beijing Dong Fang Chengrui Investment Consultants, Ltd. (“**Dong Fang**”). He was responsible for the overall operation and strategic decisions of the foreign investment and financing businesses of Dong Fang. Mr. Qiu is well versed with Chinese domestic banking system, settlement, foreign exchange and credit areas. He also has extensive experience in the fields of financial management and securities investment. Save as disclosed above, as at the Latest Practicable Date, Mr. Qiu has not held any position with the Company or any other members of the Group and did not hold any directorship in other listed public companies in the past three years.

Mr. Qiu has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, unless terminated by either party giving not less than three months prior notice. He is subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Pursuant to the terms of service contract between the Company and Mr. Qiu, he is entitled to a director’s fee of HK\$80,000 per month, which is determined by the Board by reference to his duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Qiu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters relating to the re-election of Mr. Qiu that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters relating to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders.

Ms. Chen Yan, aged 37, was appointed as an independent non-executive Director on 15 June 2016. She is also the chairperson of the nomination committee of the Company and a member of the audit committee of the Company. Ms. Chen is a law graduate from 清華大學 (Tsinghua University) in 2004 and obtained a master of laws degree (Business Law in a Global Contest) from University of Montreal, Canada in 2010. She had worked in Beijing Supreme People's Court as judge's assistant of the No. 2 criminal justice division (北京市高級人民法院刑事審判第二庭) during the period from September 2002 to January 2005, served as a legal adviser of a consulting company in Canada during the period from January 2005 to September 2007, a lawyer of Zhong Lun Law Firm (中倫律師事務所) in Shenzhen during the period of December 2009 to July 2012 and an investment manager of 唐商投資集團 (Tangshang Group) during the period of July 2012 to December 2013. Since 2014, Ms. Chen served as the PRC lawyer of Li & Partners. She has extensive experience in private equity transactions, domestic and overseas share offering and foreign direct investment projects. Save as disclosed above, as at the Latest Practicable Date, Ms. Chen has not held any position with the Company or any other members of the Group and did not hold any directorship in other listed public companies in the past three years.

Ms. Chen has entered into a service contract with the Company for an initial term of one year commencing from 15 June 2016, which is automatically renewable for successive terms of one year each which may be terminated by either party giving not less than three months prior notice. She is subject to retirement at the next following annual general meeting of the Company and at which she will be eligible for re-election and thereafter subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Pursuant to the terms of the service contract between the Company and Ms. Chen, she is entitled to a director fee of HK\$120,000 per annum, which is determined by the Board by reference to her experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Ms. Chen does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters relating to the re-election of Ms. Chen that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Chau Sen Chung, aged 57, was appointed as an independent non-executive Director on 31 August 2016. He is also a member of the remuneration committee of the Company. Mr. Chau obtained a Bachelor degree from 華東師範大學 (East China Normal University) with a major in Mathematics. He had served as 上海市公共關係協會常務副秘書長 (the Deputy Secretary-General of Shanghai Public Relations Association) in 上海市委統戰部工商處 (the Economic Section of the United Front Work Department of Shanghai Committee of the Chinese People's Political Consultative Conference) and had also served as the chief representative of the Shanghai representative office of 英國聯合多美集團公司 (Allied Domecq PLC), responsible for managing the wine trading business in provinces in Huadong region. Mr. Chau is currently a director of 暢邑 (上海) 國際貿易有限公司 (Changyi (Shanghai) International Trade Co., Ltd.). He has extensive experience in wine trading. In addition, Mr. Chau involved in clubhouse catering business since 2014 and entrenched well-developed relationships and network. Save as disclosed above, as at the Latest Practicable Date, he has not held any other position with the Company or any other members of the Group and did not hold any directorship in other listed public companies in the past three years.

Mr. Chau has entered into a service contract with the Company for an initial term of one year commencing from 31 August 2016, which is automatically renewable for successive terms of one year each which may be terminated by either party giving not less than three months prior notice. He is subject to retirement at the next following general meeting of the Company and at which he will be eligible for re-election and thereafter subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Pursuant to the terms of service contract between the Company and Mr. Chau, he is entitled to a director fee of HK\$120,000 per annum, which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Chau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters relating to the re-election of Mr. Chau that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



HENGXIN
恒芯中國

Heng Xin China Holdings Limited **恒芯中國控股有限公司***

(Incorporated in Bermuda with limited liability)

(Stock Code: 8046)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**meeting**”) of Heng Xin China Holdings Limited (the “**Company**”) will be held at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 2 June 2017 at 11:00 a.m. (or any adjournment thereof) for purpose of transacting the following businesses:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2016.
2.
 - (a) To re-elect Mr. Chen Rongbin as a Director.
 - (b) To re-elect Mr. Qiu Bin as a Director.
 - (c) To re-elect Mr. Hu Qixian as a Director.
 - (d) To re-elect Mr. Chen Xi as a Director.
 - (e) To re-elect Mr. Wong Chi Keung as a Director.
 - (f) To re-elect Ms. Chen Yan as a Director.
 - (g) To re-elect Mr. Xu Haiou as a Director.
 - (h) To re-elect Mr. Chau Sen Chung as a Director.
 - (i) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and authorize the Board to fix its remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares (as defined below) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

** for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and
 - (bb) (provided that resolution numbered 6 is passed) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued Shares on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong); and

“**Shares**” means ordinary share(s) of HK\$0.01 each in the share capital of the Company.”

5. “**THAT:**

- (a) Subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares (as defined below) on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Shares**” means ordinary share(s) of HK\$0.01 each in the share capital of the Company.”

6. “**THAT** subject to the ordinary resolutions numbered 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate number of issued Shares on the date of the passing of resolution numbered 5.”

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

Hong Kong, 31 March 2017

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*
Suite 3604, 36/F., Central Plaza
18 Harbour Road, Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more proxies to attend the meeting and, subject to the provisions of the bye-laws of the Company, to vote instead of him/her/it. A proxy need not be a member of the Company but must attend the meeting in person to represent the member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in accordance with the instructions printed thereon not later than 11:00 a.m. on Wednesday, 31 May 2017 or, not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof, if he/she/it so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
3. In order to determine the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 26 May 2017 to Friday, 2 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the meeting, all transfer of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 4:30 p.m on Thursday, 25 May 2017.
4. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. As at the date of this notice, 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.