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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND
(3) WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(f)
AT THE AGM**

The Board announces that Ms. Chen Yan has tendered her resignation as independent non-executive Director and ceased to be the chairperson of the Nomination Committee and a member of the Audit Committee with effect from 26 April 2017.

Mr. Chau Sen Chung has been appointed as the chairman of the Nomination Committee and a member of the Audit Committee with effect from 26 April 2017.

Due to the resignation of Ms. Chen, ordinary resolution no. 2(f) in respect of the re-election of Ms. Chen as a Director as set out in the AGM Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Heng Xin China Holdings Limited (the “**Company**”) announces that Ms. Chen Yan (“**Ms. Chen**”) has tendered her resignation as independent non-executive Director with effect from 26 April 2017 due to the increased commitment on her personal business interests.

Ms. Chen has confirmed that she has no disagreement with the Board and that there is no matter in respect of her resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to extend its appreciation to Ms. Chen for her valuable contribution during her tenure of office in the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board also announces the following changes in the composition of the Board committees:-

1. Ms. Chen ceased to be the chairperson of the nomination committee (the “**Nomination Committee**”) and a member of the audit committee (the “**Audit Committee**”) of the Company following her resignation with effect from 26 April 2017; and
2. to fill the vacancies arising therefrom, Mr. Chau Sen Chung, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee and a member of the Audit Committee with effect from 26 April 2017.

WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(f) AT THE AGM

Reference is made to the notice of annual general meeting dated 31 March 2017 (the “**AGM Notice**”) and form of proxy (the “**Proxy Form**”) issued by the Company in relation to the annual general meeting of 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. (the “**AGM**”).

Due to the resignation of Ms. Chen, the ordinary resolution no. 2(f) in respect of the re-election of Ms. Chen as a Director as set out in the AGM Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

The Shareholders are reminded to read the AGM Notice, including its notes, for details in respect of other resolutions which will remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

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

Hong Kong, 26 April 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, 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) 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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