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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) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 2 JUNE 2017;
(2) RETIREMENT OF DIRECTORS;
AND
(3) CHANGE OF MEMBER OF REMUNERATION COMMITTEE**

(1) Poll Results of the AGM

The Board announces that save and except for the resolution relating to the re-election of Mr. Chen Xi as Director, all resolutions proposed at the AGM held on 2 June 2017 were duly passed by the Shareholders as ordinary resolutions by way of poll.

(2) Retirement of Directors

With effect from the conclusion of the AGM, each of Mr. Qiu Bin and Mr. Chen Xi retired as an executive Director.

(3) Change of Member of Remuneration Committee

The Board also announces that Mr. Chen Xi ceased to be a member of the Remuneration Committee with effect from his retirement as an executive Director at the conclusion of the AGM. Mr. Chen Rongbin, the Vice Chairman, executive Director and Chief Executive Officer of the Company, has been appointed as member of the Remuneration Committee with effect from 2 June 2017.

(1) POLL RESULTS OF THE AGM

Reference is made to (i) the circular of Heng Xin China Holdings Limited (the “**Company**”) dated 31 March 2017 setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 2 June 2017 (the “**Notice of AGM**”); (ii) the announcement of the Company dated 26 April 2017 in relation to, among other matters, the resignation of Ms. Chen Yan as independent non-executive director of the Company and the withdrawal of ordinary resolution numbered 2(f) at the AGM; and (iii) the announcement of the Company dated 1 June 2017 in relation to the decision of Mr. Qiu Bin for not to stand for re-election after his retirement by rotation at the conclusion of the AGM and the withdrawal of ordinary resolution numbered 2(b) at the AGM.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) announces that save and except for the resolution relating to the re-election of Mr. Chen Xi as Director, all resolutions proposed at the AGM, as set out in the Notice of AGM, were duly passed by the shareholders of the Company (the “**Shareholders**”) as ordinary resolutions by way of poll.

Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follows:

Ordinary Resolutions (<i>Note 1</i>)		Number of Shares voted (approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2016.	2,883,924,263 (100%)	0 (0%)

Ordinary Resolutions (<i>Note 1</i>)		Number of Shares voted (approximate %)	
		For	Against
2.	(a) To re-elect Mr. Chen Rongbin as a Director.	2,883,924,263 (100%)	0 (0%)
	(b) To re-elect Mr. Qiu Bin as a Director.	N/A (Note 2)	N/A (Note 2)
	(c) To re-elect Mr. Hu Qixian as a Director.	2,883,924,263 (100%)	0 (0%)
	(d) To re-elect Mr. Chen Xi as a Director.	6,120,000 (0.21%)	2,877,804,263 (99.79%)
	(e) To re-elect Mr. Wong Chi Keung as a Director.	2,883,924,263 (100%)	0 (0%)
	(f) To re-elect Ms. Chen Yan as a Director.	N/A (Note 3)	N/A (Note 3)
	(g) To re-elect Mr. Xu Haiou as a Director.	2,883,924,263 (100%)	0 (0%)
	(h) To re-elect Mr. Chau Sen Chung as a Director.	2,883,924,263 (100%)	0 (0%)
	(i) To authorize the Board to fix the Directors' remuneration.	2,883,924,263 (100%)	0 (0%)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and authorize the Board to fix its remuneration.	2,883,924,263 (100%)	0 (0%)

Ordinary Resolutions (<i>Note 1</i>)		Number of Shares voted (approximate %)	
		For	Against
4.	To grant a general mandate to the Directors to issue, allot and deal with the Company's shares.	2,883,924,263 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares.	2,883,924,263 (100%)	0 (0%)
6.	To extend the number of the shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4.	2,883,924,263 (100%)	0 (0%)

Notes:

1. *Please refer to the Notice of AGM for the full version of the above resolutions.*
2. *As set out in the announcement of the Company dated 1 June 2017, Mr. Qiu Bin decided not to stand for re-election after his retirement by rotation at the conclusion of the AGM and the proposed resolution numbered 2(b) in respect of re-election of Mr. Qiu Bin as a Director had been withdrawn and was not put to the AGM.*
3. *As set out in the announcement of the Company dated 26 April 2017, since Ms. Chen Yan has resigned as an independent non-executive Director with effect from 26 April 2017, the proposed resolution numbered 2(f) in respect of re-election of Ms. Chen Yan as a Director had been withdrawn and was not put to the AGM.*

As all of the votes were cast in favour of each of resolutions numbered 1, 2(a), 2(c), 2(e), 2(g), 2(h), 2(i), 3, 4, 5 and 6, such resolutions were duly passed as ordinary resolutions. As less than 50% of the votes were cast in favour of resolution numbered 2(d), such resolution was not passed at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 8,304,538,010 shares, which was the total number of shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

(2) RETIREMENT OF DIRECTORS

As set out in the announcement of the Company dated 1 June 2017, Mr. Qiu Bin has indicated not to seek for re-election at the AGM. Accordingly, Mr. Qiu Bin has retired as an executive Director with effect from the conclusion of the AGM.

As indicated above, the resolution numbered 2(d) relating to the re-election of Mr. Chen Xi as Director was not passed at the AGM. Accordingly, Mr. Chen Xi has retired as an executive Director with effect from the conclusion of the AGM.

The Board is not aware of any disagreement with each of Mr. Qiu Bin and Mr. Chen Xi or any matters relating to their retirement that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(3) CHANGE OF MEMBER OF REMUNERATION COMMITTEE

Mr. Chen Xi ceased to be a member of the remuneration committee of the Company (the “**Remuneration Committee**”) following his retirement as an executive Director at the conclusion of the AGM. To fill the vacancy arising therefrom, Mr. Chen Rongbin, the Vice Chairman, executive Director and Chief Executive Officer of the Company, has been appointed as member of the Remuneration Committee with effect from 2 June 2017.

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

Hong Kong, 2 June 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. Gao Yang and Mr. Hu Qixian 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 (“**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.

** For identification purposes only*