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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)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special 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, 20 April 2018 at 4:00 p.m. (or any adjournment thereof) for purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. To propose the election of directors of the Company (the “**Directors**”), as below:
  - (i) Nominate Mr. Gao Xixi to be elected as executive Director with immediate effect;
  - (ii) Nominate Mr. Jesus Shaozhu to be elected as executive Director with immediate effect;
  - (iii) Nominate Ms. Hui Shuk Wan to be elected as executive Director with immediate effect;
  - (iv) Nominate Ms. Lam Kong Ting Jielly to be elected as independent non-executive Director with immediate effect;
  - (v) Nominate Mr. Lu Qinming to be elected as independent non-executive Director with immediate effect;
  - (vi) Nominate Mr. Wu Di to be elected as executive Director with immediate effect.

*\* For identification purpose only*

2. To remove the existing Directors, as below:
  - (i) Remove Mr. Chen Rongbin as the vice chairman, chief executive officer, executive Director and member of remuneration committee of the Company with immediate effect;
  - (ii) Remove Mr. Yuan Gonglin as the executive Director and member of nomination committee of the Company with immediate effect.

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

Hong Kong, 4 April 2018

*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

*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 of the Company, 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 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, in accordance with the instructions printed thereon not later than 4:00 p.m. on Wednesday, 18 April 2018 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 Tuesday, 17 April 2018 to Friday, 20 April 2018, 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 certificate(s) 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 Monday, 16 April 2018.
4. Where there are joint holders of any share of the Company, 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. References to the time and dates in this notice are to Hong Kong times and dates.
6. As at the date of this notice, the board of Directors comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Chen Rongbin (Vice Chairman and Chief Executive Officer), Mr. Gao Yang and Mr. Yuan Gonglin as executive Directors and Mr. Xu Haiou and Mr. Chau Sen Chung as independent non-executive Directors.

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.*

*This notice will remain on the GEM website at [www.hkgem.com](http://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](http://www.hengxinchina.com.hk).*