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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 SPECIAL GENERAL MEETING
HELD ON 20 APRIL 2018;
(2) APPOINTMENT OF DIRECTORS; AND
(3) REMOVAL OF VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER,
DIRECTORS AND MEMBERS OF THE REMUNERATION
COMMITTEE AND NOMINATION COMMITTEE OF THE COMPANY**

(1) POLL RESULTS OF THE SGM

The Board announce that all resolutions proposed at the SGM held on 20 April 2018 were duly passed by the Shareholders as ordinary resolutions by way of poll.

(2) APPOINTMENT OF DIRECTORS

Following the approval of the Shareholders at the SGM, the following appointment of Directors take effect from the conclusion of the SGM:-

- (a) Mr. Gao Xixi, Mr. Jesus Shaozhu, Ms. Hui Shuk Wan and Mr. Wu Di were appointed as executive Directors; and
- (b) Ms. Lam Kong Ting Jielly and Mr. Lu Qinming were appointed as independent non-executive Directors.

(3) REMOVAL OF VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER, DIRECTORS AND MEMBERS OF THE REMUNERATION COMMITTEE AND NOMINATION COMMITTEE OF THE COMPANY

Following the poll results of the SGM, Mr. Chen Rongbin was removed as vice chairman, chief executive officer, executive Director and member of the remuneration committee of the Company, and Mr. Yuan Gonglin was removed as executive Director and member of the nomination committee of the Company, both with effect from the conclusion of the SGM.

(1) POLL RESULTS OF THE SGM

Reference is made to the circular (the “**Circular**”) of Heng Xin China Holdings Limited (the “**Company**”) dated 4 April 2018 setting out, inter alia, the notice of the special general meeting of the Company (“**SGM**”) held on 20 April 2018 (the “**Notice of SGM**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board announce that all resolutions proposed at the SGM held on 20 April 2018, as set out in the Notice of SGM, were duly passed by the Shareholders 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 SGM.

The poll results of the SGM are as follows:

Ordinary Resolutions		Number of Shares voted (%)	
		For	Against
1.	To propose the election of Directors, as below:		
(i)	Nominate Mr. Gao Xixi to be elected as executive Director with immediate effect;	3,371,476,183 (100%)	0 (0%)
(ii)	Nominate Mr. Jesus Shaozhu to be elected as executive Director with immediate effect;	3,371,476,183 (100%)	0 (0%)
(iii)	Nominate Ms. Hui Shuk Wan to be elected as executive Director with immediate effect;	3,371,476,183 (100%)	0 (0%)
(iv)	Nominate Ms. Lam Kong Ting Jielly to be elected as independent non-executive Director with immediate effect;	3,371,476,183 (100%)	0 (0%)
(v)	Nominate Mr. Lu Qinming to be elected as independent non-executive Director with immediate effect;	3,371,476,183 (100%)	0 (0%)
(vi)	Nominate Mr. Wu Di to be elected as executive Director with immediate effect.	3,371,476,183 (100%)	0 (0%)
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;	3,371,476,183 (100%)	0 (0%)
(ii)	Remove Mr. Yuan Gonglin as the executive Director and member of nomination committee of the Company with immediate effect.	3,371,476,183 (100%)	0 (0%)

As all of the votes were cast in favour of each of the above resolutions, all resolutions proposed at the SGM were duly passed as ordinary resolutions.

As at the date of the SGM, the total number of issued Shares 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 SGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the SGM.

(2) APPOINTMENT OF DIRECTORS

Following the approval of the Shareholders at the SGM, the following appointment of Directors take effect from the conclusion of the SGM:-

- (a) Mr. Gao Xixi (“**Mr. Gao**”), Mr. Jesus Shaozhu (“**Mr. Shaozhu**”), Ms. Hui Shuk Wan (“**Ms. Hui**”) and Mr. Wu Di (“**Mr. Wu**”) were appointed as executive Directors; and
- (b) Ms. Lam Kong Ting Jielly (“**Ms. Lam**”) and Mr. Lu Qinming (“**Mr. Lu**”) were appointed as independent non-executive Directors.

The biographical details of the above-mentioned newly appointed Directors are set out below:

Mr. Gao Xixi (高西西), executive Director

Mr. Gao, aged 56, a renowned director and producer in China. He has been worked in Chinese TV and movie industry and cultural field for more than 30 years. He is the director of Legend of Chu and Han (楚漢傳奇), Mao Zedong (毛澤東), Three Kingdoms (三國), New Shanghai Town (新上海灘), Tianmimi (甜蜜蜜), The Years Marriage (結婚十年), Dacuoche (搭錯車), Guangrongsuiyue (光榮歲月), Zhizuijinmi (紙醉金迷) and has received many well-known awards in China, including “Flying Goddess Award”, “Golden Eagle Award”, “Baihe Award” (百合獎), “Huabiao Film Award” and etc. Mr. Gao did not hold any directorships in any other listed public companies in the last three years.

The Company will enter into a service contract with Mr. Gao for a term commencing from 20 April 2018, being the date of the SGM, and the term of office and other terms and conditions will be determined by the Board at a later stage. Mr. Gao is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Gao’s director remuneration will be determined with reference to his duties and responsibilities at a later stage.

Mr. Jesus Shaozhu (邵朱), executive Director

Mr. Shaozhu, aged 24, graduated with a bachelor's degree of science from Cornell University. He is currently the director of Weihua Group (安徽偉華控股集團) and is mainly responsible for strategic planning, project inspection and negotiation, supervision of the operation of existing investment projects. Mr. Shaozhu did not hold any directorships in any other listed public companies in the last three years.

The Company will enter into a service contract with Mr. Shaozhu for a term commencing from 20 April 2018, being the date of the SGM, and the term of office and other terms and conditions will be determined by the Board at a later stage. Mr. Shaozhu is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Shaozhu's director remuneration will be determined with reference to his duties and responsibilities at a later stage.

As at the date of this announcement, Mr. Shaozhu is a shareholder and owns interests in 25% of the shares of Ascent Star Corporation Limited, which is a substantial shareholder of the Company (as defined in the GEM Listing Rules) and holds 840,000,000 Shares, representing approximately 10.11% of issued share capital of the Company.

Ms. Hui Shuk Wan (許淑韻), executive Director

Ms. Hui, aged 37, graduated with a bachelor degree in Commerce from Deakin University and a master degree in International Business from Monash University. Ms. Hui has extensive experience in administrative field, and has worked in several Hong Kong listed companies, including Renhe Commercial Holdings Company Limited (Stock code: 1387), the shares of which are listed on the Main Board of the Stock Exchange, Matsunichi Goldbase Limited, a subsidiary of Goldin Financial Holdings Limited (Stock code: 530), the shares of which are listed on the Main Board of the Stock Exchange, and Top Form Brassiere Mfg. Co. Ltd, a subsidiary of Top Form International Limited (Stock code: 333), the shares of which are listed on the Main Board of the Stock Exchange. Ms. Hui did not hold any directorships in any other listed public companies in the last three years.

The Company will enter into a service contract with Ms. Hui for a term commencing from 20 April 2018, being the date of the SGM, and the term of office and other terms and conditions will be determined by the Board at a later stage. Ms. Hui is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Ms. Hui's director remuneration will be determined with reference to her duties and responsibilities at a later stage.

Mr. Wu Di (吳迪), executive Director

Mr. Wu, aged 33, graduated with a bachelor degree in computer application from Jilin University in 2009. Mr. Wu joined the CITIC Asset Management Corporation Ltd (中安信邦資產管理有限公司) after graduation. In 2014, he became partner of Kaichen Orient Asset Management (Beijing) Corporation Ltd (開晨東方資本管理(北京)有限公司), responsible for financial service, investment, consultation and related services. He has extensive experience in financial and asset management field. Mr. Wu did not hold any directorships in any other listed public companies in the last three years.

The Company will enter into a service contract with Mr. Wu for a term commencing from 20 April 2018, being the date of the SGM, and the term of office and other terms and conditions will be determined by the Board at a later stage. Mr. Wu is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Wu's director remuneration will be determined with reference to his duties and responsibilities at a later stage.

Ms. Lam Kong Ting Jielly (林江婷), independent non-executive Director

Ms. Lam, aged 41, graduated with a Bachelor of Arts degree in Accounting and Financial Management and Business Studies from the University of Sheffield. She has over 10 years of experience in accounting and finance, and has worked in several accounting and audit firms, including HLB Hodgson Impey Cheng, PricewaterhouseCoopers and TMF Hong Kong Limited. She is a member of the CPA Australia and a fellow member of the Association of Chartered Certified Accountants. Ms. Lam did not hold any directorships in any other listed public companies in the last three years.

The Company will enter into a service contract with Ms. Lam for a term commencing from 20 April 2018, being the date of the SGM, and the term of office and other terms and conditions will be determined by the Board at a later stage. She is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Ms. Lam's director fee will be determined with reference to her duties and responsibilities at a later stage.

Mr. Lu Qinming (盧欽明), independent non-executive Director

Mr. Lu, aged 62, graduated at Fujian School of Economics and Management (福建經濟管理幹部學院) (currently known as "Fujian Jiangxia University" (中國江夏學院)), specialized in Business Administration. Mr. Lu has extensive experience in corporate and administrative management. Mr. Lu joined Fuqing Jinman Food Corporation Ltd, in 1995 as the office manager. In 2001, he was the office manager of Fuqing Golden Eagle Hotel Co., Ltd. In 2013, he joined Yongda Real Estate Development Corporation Ltd. (浙江省平湖市永達房地產開發有限公司) as the vice general manager. Mr. Lu did not hold any directorships in any other listed public companies in the last three years.

The Company will enter into a service contract with Mr. Lu for a term commencing from 20 April 2018, being the date of the SGM, and the term of office and other terms and conditions will be determined by the Board at a later stage. He is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Lu's director fee will be determined with reference to his duties and responsibilities at a later stage.

Save as disclosed above, as at the date of this announcement, each of Mr. Gao, Mr. Shaozhu, Ms. Hui, Mr. Wu, Ms. Lam and Mr. Lu:

- (i) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company;
- (ii) does not have, and is not deemed to have, any interests and short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; and
- (iii) does not hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders relating to the appointment of each of Mr. Gao, Mr. Shaozhu, Ms. Hui, Mr. Wu, Ms. Lam and Mr. Lu.

(3) REMOVAL OF VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER, DIRECTORS AND MEMBERS OF THE REMUNERATION COMMITTEE AND NOMINATION COMMITTEE OF THE COMPANY

Following the poll results of the SGM as indicated above, Mr. Chen Rongbin was removed as vice chairman, chief executive officer, executive Director and member of the remuneration committee of the Company, and Mr. Yuan Gonglin was removed as executive Director and member of the nomination committee of the Company, both with effect from the conclusion of the SGM.

**(4) COMPLIANCE WITH REQUIREMENTS UNDER RULES 5.05(1) AND 5.05(2)
OF THE GEM LISTING RULES**

Following the aforesaid appointment of Directors, the number of independent non-executive Directors has satisfied the minimum number required under Rule 5.05(1) of the GEM Listing Rules. The Company also meets the requirement set out in Rule 5.05(2) of the GEM Listing Rules with regard to at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

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

Hong Kong, 20 April 2018

Following the conclusion of the SGM, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Gao Yang, Mr. Gao Xixi, Mr. Jesus Shaozhu, Ms. Hui Shuk Wan and Mr. Wu Di as executive Directors and Ms. Lam Kong Ting Jielly, Mr. Lu Qinming, 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 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*