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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 5 JUNE 2018; AND  
(2) RETIREMENT OF DIRECTORS AND  
CESSATION OF MEMBERS OF THE BOARD COMMITTEES**

**(1) POLL RESULTS OF THE AGM**

The Board announces that save and except for the resolutions relating to the re-election of Mr. Xu Haiou and Mr. Chau Sen Chung as Directors, all the resolutions as set out in the notice of the AGM held on 5 June 2018 were duly passed by the Shareholders as ordinary resolutions by way of poll.

**(2) RETIREMENT OF DIRECTORS AND CESSATION OF MEMBERS OF THE BOARD COMMITTEES**

With effect from the conclusion of the AGM, each of Mr. Xu Haiou and Mr. Chau Sen Chung retired as an independent non-executive Director. Accordingly, Mr. Xu Haiou ceased to be a member of each of the audit committee and remuneration committee of the Company and Mr. Chau Sen Chung ceased to be a member of each of the nomination committee and remuneration committee of the Company respectively.

## (1) POLL RESULTS OF THE AGM

Reference is made to the circular (the “**Circular**”) of Heng Xin China Holdings Limited (the “**Company**”) dated 4 May 2018 setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 5 June 2018 (the “**Notice of AGM**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board announces that save and except for the resolutions relating to the re-election of Mr. Xu Haiou (“**Mr. Xu**”) and Mr. Chau Sen Chung (“**Mr. Chau**”) as Directors, all the resolutions proposed at the AGM, as set out in the Notice of AGM, were duly passed by 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:

<b>Ordinary Resolutions<sup>#</sup></b>		<b>Number of Shares voted (approximate %)</b>	
		<b>For</b>	<b>Against</b>
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 2017.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>

<b>Ordinary Resolutions<sup>#</sup></b>		<b>Number of Shares voted (approximate %)</b>	
		<b>For</b>	<b>Against</b>
2.	(a) To re-elect Tan Sri Dato' Lim Tong Yong as a Director.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
	(b) To re-elect Ms. Chan Ying as a Director.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
	(c) To re-elect Mr. Gao Yang as a Director.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
	(d) To re-elect Mr. Xu Haiou as a Director.	2,523,333 <b>(0.09%)</b>	2,777,616,000 <b>(99.91%)</b>
	(e) To re-elect Mr. Chau Sen Chung as a Director.	2,523,333 <b>(0.09%)</b>	2,777,616,000 <b>(99.91%)</b>
	(f) To authorize the Board to fix the Directors' remuneration.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and authorize the Board to fix its remuneration.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
4.	To grant a general mandate to the Directors to issue, allot and deal with the Shares.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
5.	To grant a general mandate to the Directors to repurchase the Shares.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>
6.	To extend the number of the Shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4.	2,780,139,333 <b>(100.00%)</b>	0 <b>(0.00%)</b>

<sup>#</sup> Full text of the above resolutions is set out in the Notice of AGM.

As all of the votes were cast in favour of each of resolutions numbered 1, 2(a), 2(b), 2(c), 2(f), 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 each of resolutions numbered 2(d) and 2(e), such resolutions were not passed at the AGM.

As at the date of the AGM, 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 AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

## **(2) RETIREMENT OF DIRECTORS AND CESSATION OF MEMBERS OF THE BOARD COMMITTEES**

As indicated above, the resolutions numbered 2(d) and 2(e) relating to the re-election of each of Mr. Xu and Mr. Chau as Director was not passed at the AGM. Accordingly, each of Mr. Xu and Mr. Chau has retired as an independent non-executive Director with effect from the conclusion of the AGM. Accordingly, Mr. Xu ceased to be a member of each of the audit committee and remuneration committee of the Company and Mr. Chau ceased to be a member of each of the nomination committee and remuneration committee of the Company respectively.

The Board is not aware of any disagreement with each of Mr. Xu and Mr. Chau or any matters relating to their retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

Following the retirement of each of Mr. Xu and Mr. Chau as independent non-executive Director at the conclusion of the AGM, the Company only has two independent non-executive Directors, thus the number of the independent non-executive Directors falls below the minimum number required under Rule 5.05(1) of the GEM Listing Rules and does not represent one-third of the Board as required under Rule 5.05A of the GEM Listing Rules. In addition, the Company has also failed to comply with the requirement set out in Rule 5.28 of the GEM Listing Rules with regard to the composition of the audit committee.

The Company will use its best endeavour to identify suitable candidate(s) to fill up the vacancy of independent non-executive Director(s) as soon as practicable and in any event within three months from the date of retirement of Mr. Xu and Mr. Chau as required under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

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

Hong Kong, 5 June 2018

*As at the date of this announcement, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Ms. Chan Ying (Chief Executive Officer), 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 and Mr. Lu Qinming 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](http://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](http://www.hengxinchina.com.hk).*

*\* For identification purposes only*