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HENGXIN
恒芯中國

Heng Xin China Holdings Limited **恒芯中國控股有限公司***

(Incorporated in Bermuda with limited liability)

(Stock Code: 8046)

COMPLETION OF PLACING AND SUBSCRIPTION

The Board is pleased to announce that completion of the Placing took place on 16 September 2010 where a total of 200,000,000 Placing Shares beneficially owned by the Vendor were placed to not less than six placees who are independent of and not connected with the Company, the Vendor, the Directors, chief executive and substantial Shareholders (as those terms are defined in the GEM Listing Rules) of the Company, its subsidiaries and their respective associates (as defined in the GEM Listing Rules) at HK\$0.75 per Placing Share.

The Board is also pleased to announce that all the conditions of the Subscription Agreement have been fulfilled and the Subscription was completed and 200,000,000 Subscription Shares were allotted to the Vendor on 24 September 2010. The Company received net proceeds of approximately HK\$148 million from the Subscription.

Unless otherwise defined, terms used herein shall have the same meanings as those defined in the announcement of the Company dated 14 September 2010 in relation to the placing of existing Shares and subscription of new Shares (“**Announcement**”).

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* *For identification purposes only*

The following table sets out the shareholding structure of the Company prior to and upon completion of the Placing and the Subscription:

	Immediately before completion of the Placing		Immediately after completion of the Placing		Immediately after completion of the Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate % (Note 4)	No. of Shares	Approximate %
The Vendor and Mr. Choi Chung Lam (note 1)	201,338,706	12.87	1,338,706	0.09	201,338,706	11.41
Lomond Group Limited and Mr. Li Haoping (note 2)	39,254,353	2.51	39,254,353	2.51	39,254,353	2.22
The placees	—	—	200,000,000	12.79	200,000,000	11.33
Other public	1,323,309,941	84.62	1,323,309,941	84.62	1,324,609,941	75.04
					(Note 3)	
Total	<u>1,563,903,000</u>	<u>100.00</u>	<u>1,563,903,000</u>	<u>100.00</u>	<u>1,765,203,000</u>	<u>100.00</u>

Notes:

1. The Vendor is wholly owned by Mr. Choi Chung Lam.
2. Lomond Group Limited is wholly owned by Mr. Li Haoping.
3. These Shares include the Shares issued on 22 September 2010 pursuant to the exercise of certain options granted by the Company.
4. The aggregate percentage does not add up to 100% due to rounding.

By Order of the Board
HENG XIN CHINA HOLDINGS LIMITED
Xiao Yan
Chief Executive Officer

Hong Kong, 24 September 2010

As at the date of this announcement, the Board comprises Mr. Xiao Yan (CEO), Mr. Feng Yongming and Mr. Li Tao as executive Directors; Mr. Xu Lei as non-executive Director; Mr. Leung Wo Ping JP, Mr. Dong Shi and Mr. Hu Dingdong 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 document misleading.

This announcement will remain on the GEM website 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