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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 1 September 2009 where a total of 100,000,000 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, substantial Shareholders and management 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\$0.70 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 100,000,000 Subscription Shares were allotted to the Vendor on 9 September 2009. The Company received net proceeds of approximately HK\$68 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 27 August 2009 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 immediately before and upon completion of the Placing and the Subscription respectively:

	Immediately before completion of the Placing		Immediately after completion of the Placing		Immediately after completion of the Subscription (note 3)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Vendor and Mr. Choi Chung Lam (note 1)	158,194,706	11.10	58,194,706	4.08	158,194,706	10.34
Lomond Group Limited and Mr. Li Haoping (note 2)	40,390,353	2.84	40,390,353	2.84	40,390,353	2.64
Atlantis Investment Management Limited	132,000,000	9.27	132,000,000 (note 4)	9.27	132,000,000 (note 4)	8.63
The placees	—	—	100,000,000 (note 4)	7.02	100,000,000 (note 4)	6.54
Other public	1,093,997,941	76.79	1,093,997,941	76.79	1,098,997,941	71.85
Total	<u>1,424,583,000</u>	<u>100.00</u>	<u>1,424,583,000</u>	<u>100.00</u>	<u>1,529,583,000</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. After completion of the Placing but before completion of the Subscription, the Company has allotted 5,000,000 new Shares pursuant to the exercise of an option granted to an adviser of the Group.
4. Atlantis Investment Management Limited is one of the placees and took up 20,000,000 Placing Shares under the Placing. The aggregate shareholding of Atlantis Investment Management Limited in the Company immediately after the completion of the Placing was 152,000,000 Shares, representing 10.67% of the then issued share capital of the Company. Immediately after completion of the Subscription, Atlantis Investment Management Limited held 152,000,000 Shares, representing 9.94% of the then issued share capital of the Company.

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

Hong Kong, 9 September 2009

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. 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 Rules Governing the Listing of Securities on the Growth Enterprise Market (“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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.