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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)

RESULTS OF SPECIAL GENERAL MEETING HELD ON 14 FEBRUARY 2011

The Board is pleased to announce that all the resolutions as set out in the notice of the SGM were duly passed by the Shareholders each as an ordinary resolution by way of poll at the SGM held on 14 February 2011.

Reference is made to the circular (“**Circular**”) of Heng Xin China Holdings Limited (“**Company**”) dated 20 January 2011 in relation to the: (1) proposed grant of the Equity Line of Credit to the Company; (2) proposed grant of Specific Mandate to issue new Shares; (3) proposed refreshment of General Mandate to issue Shares; and (4) notice of special general meeting. Unless otherwise specified, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions as set out in the notice of the SGM (“**SGM Notice**”) dated 20 January 2011 was duly passed by the Shareholders each as an ordinary resolution of the Company by way of poll at the SGM held on 14 February 2010. United Registrars Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

As at the date of the SGM, there were a total of 2,482,441,991 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions proposed at the SGM. As such, there were a total of 2,482,441,991 Shares, representing 100% of the issued share capital of the Company as at the date of the SGM, entitling Shareholders to attend and vote for or against the resolutions at the SGM. None of the Shareholders were entitled to attend and vote only against the resolutions at the SGM.

* For identification purposes only

Full text of the resolutions are set out in the SGM Notice. The poll results for the resolutions are as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
1. To approve the agreement dated 29 December 2010 and entered into between the Company, GEM Global Yield Fund Limited, GEM Management Limited and Team Effort Investments Limited and the transactions contemplated thereunder	1,145,642,225 (100.00%)	667 (0%)
2. To refresh a general and unconditional mandate to directors of the Company to allot and issue and deal with the unissued shares of HK\$0.01 each in the capital of the Company in the amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.	1,081,872,892 (94.43%)	63,770,000 (5.57%)

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the SGM in person, by duly authorized corporate representative or by proxy.

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

Hong Kong, 14 February 2011

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 announcement misleading.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at www.hengxinchina.com.hk.