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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)

### **RESIGNATION OF DIRECTORS, AND CHANGE OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVES**

The Board announces that, with effect from 1 April 2009:

- (1) Ms. Yeung Sau Han Agnes has resigned as executive Director and authorised representative of the Company.
- (2) Ms. Yu Sau Lai has resigned as executive Director, compliance officer and authorised representative of the Company.
- (3) Mr. Wang Chin Mong has resigned as independent non-executive Director, member of the audit committee, the remuneration committee and the nomination committee of the Company.
- (4) Mr. Feng Yongming has been appointed as compliance officer and authorised representative of the Company, and Ms. Cheng Kit Sum Clara has been appointed as authorised representative of the Company, as required under Rules 5.19 and 5.24 of the GEM Listing Rules.

The board (the “Board”) of Directors (the “Directors”) of Heng Xin China Holdings Limited (the “Company”) announces that, with effect from 1 April 2009:

#### **RESIGNATION OF DIRECTORS**

Ms. Yeung Sau Han Agnes (“Ms. Yeung”) has resigned as an executive Director and an authorised representative of the Company due to her other business engagement which requires more of her attention. Ms. Yu Sau Lai (“Ms. Yu”) has resigned as an executive Director, the compliance officer and an authorised representative of the Company due to her other business engagement which requires more of her attention. Mr. Wang Chin Mong (“Mr. Wang”) has resigned as an independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee of the Company due to his other business assignment.

\* For identification purposes only

Each of Ms. Yeung, Ms. Yu and Mr. Wang has confirmed that there is no disagreement between the Board and themselves and there are no matters which need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the shareholders of the Company in relation to their resignation.

The Board would like to take this opportunity to express its appreciation to Ms. Yeung, Ms. Yu and Mr. Wang for their valuable contribution to the Company during their tenure of office.

Following the resignation of Mr. Wang, the audit committee of the Company has only two members, the number of which falls below the minimum number required under Rule 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”). The Company is identifying a suitable candidate to fill the vacancy of a member of the audit committee of the Company with a view to fulfill the minimum required number of audit committee members as soon as practicable and within three months from the date of the Company fails to meet this requirement. Further announcement will be made by the Company upon fulfillment of the requirement under Rule 5.28 of the GEM Listing Rules.

#### **APPOINTMENT OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVES**

The Board hereby also announces that Mr. Feng Yongming, an executive Director, has been appointed as the compliance officer and an authorised representative of the Company, and Ms. Cheng Kit Sum Clara, the company secretary and the financial controller of the Company, has been appointed as an authorised representative of the Company, as required under Rules 5.19 and 5.24 of the GEM Listing Rules with effect from 1 April 2009.

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

Hong Kong, 1 April 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. Chan Wai Dune and Mr. Dong Shi 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](http://www.hengxinchina.com.hk)*