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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)

REQUISITION FOR SPECIAL GENERAL MEETING TO ELECT AND REMOVE DIRECTORS

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of Heng Xin China Holdings Limited (the “**Company**”) announces that it has received at the Company’s head office and principal place of business in Hong Kong a written notice dated 15 March 2018 (the “**Requisition Notice**”) from Ascent Star Corporation Limited (the “**Requisitionist**”) requiring the Board to convene a special general meeting of the Company (the “**Proposed SGM**”) for the transaction of the businesses specified in the Requisition Notice. Such businesses include proposals:

1. to propose the election of Directors, as below:
 - (i) nominate Mr. Gao Xixi to be elected as executive Director;
 - (ii) nominate Mr. Jesus Shaozhu to be elected as executive Director;
 - (iii) nominate Ms. Hui Shuk Wan to be elected as executive Director;

- (iv) nominate Ms. Lam Kong Ting Jielly to be elected as independent non-executive Director;
 - (v) nominate Mr. Lu Qinming to be elected as independent non-executive Director;
 - (vi) nominate Mr. Wu Di to be elected as executive Director.
2. to remove the existing Directors, as below:
- (i) remove Mr. Chen Rongbin as the vice chairman, chief executive officer, executive Director and member of remuneration committee of the Company;
 - (ii) remove Mr. Yuan Gonglin as the executive Director and member of nomination committee of the Company.

The Requisition Notice did not set out any reasons and/or grounds for the proposed election and removal of Directors. Accordingly, the Board is not able to provide shareholders of the Company with any reasons and/or grounds in respect of the said proposed election and removal of Directors for consideration.

As at the date of the Requisition Notice, the Requisitionist is a registered shareholder of the Company holding an aggregate of 840,000,000 shares of the Company, representing approximately 10.11% of the issued share capital of the Company.

The Board is now in the course of seeking advice as to the appropriate course of action. Upon obtaining necessary advice in respect of the Requisition Notice, the Board would transact the matters set out in the Requisition Notice and, if appropriate, propose whether to convene the Proposed SGM and make further announcement(s).

Shareholders of the Company and/or potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 15 March 2018

As at the date of this announcement, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Chen Rongbin (Vice Chairman and Chief Executive Officer), Mr. Gao Yang and Mr. Yuan Gonglin as executive Directors, and Mr. Xu Haiou and Mr. Chau Sen Chung 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 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.

** For identification purposes only*