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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Heng Xin China Holdings Limited**, you should at once hand this circular, together with the form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

### **REQUISITION RECEIVED FOR SPECIAL GENERAL MEETING TO ELECT AND REMOVE DIRECTORS AND NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the special general meeting of the Company to be held at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 April 2018 at 4:00 p.m. is set out on pages SGM-1 to SGM-3 of this circular. Whether or not you intend to attend the SGM and/or vote at the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not later than 4:00 p.m. on Wednesday, 18 April 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" 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).

4 April 2018

*\* for identification purpose only*

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company and as amended from time to time
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Heng Xin China Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	28 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein
“Proposed Nomination”	the proposed nomination of (i) Mr. Gao Xixi (高西西), Mr. Jesus Shaozhu (邵朱), Ms. Hui Shuk Wan (許淑韻) and Mr. Wu Di (吳迪) for election as executive Directors; and (ii) Ms. Lam Kong Ting Jielly (林江婷) and Mr. Lu Qinming (盧欽明) for election as independent non-executive Directors
“Proposed Removal”	the proposed removal of (i) Mr. Chen Rongbin as the vice chairman, chief executive officer, executive Director and member of remuneration committee of the Company; and (ii) Mr. Yuan Gonglin as the executive Director and member of nomination committee of the Company

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## DEFINITIONS

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“Requisitionist”	Ascent Star Corporation Limited, a registered Shareholder holding an aggregate of 840,000,000 Shares, representing approximately 10.11% of the issued share capital of the Company at the date of the Requisition Notice
“Requisition Notice”	a written notice dated 15 March 2018 from the Requisitionist to the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM” or “Special General Meeting”	the special general meeting of the Company to be convened and held at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 April 2018 at 4:00 p.m. or any adjournment thereof to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages SGM-1 to SGM-3 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

*References to time and dates in this circular are Hong Kong time and dates.*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Tan Sri Dato' Lim Tong Yong (*Chairman*)

Mr. Chen Rongbin

*(Vice Chairman and Chief Executive Officer)*

Mr. Gao Yang

Mr. Yuan Gonglin

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent non-executive Directors:*

Mr. Xu Haiou

Mr. Chau Sen Chung

*Head office and principal place of  
business in Hong Kong:*

Suite 3604, 36/F., Central Plaza

18 Harbour Road, Wanchai

Hong Kong

4 April 2018

*To the Shareholders*

Dear Sir or Madam,

**REQUISITION RECEIVED FOR SPECIAL GENERAL MEETING  
TO ELECT AND REMOVE DIRECTORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 15 March 2018 and 23 March 2018 in relation to the receipt of the Requisition Notice.

The purpose of this circular is to (i) provide you with further information relating to the Requisition Notice in respect of the Proposed Nomination and Proposed Removal; and (ii) issue of notice of SGM at which the Shareholders shall be asked to consider and, if thought fit, approve the resolutions in respect of the Proposed Nomination and Proposed Removal.

*\* for identification purpose only*

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## LETTER FROM THE BOARD

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### REQUISITION NOTICE

As set out in the announcements of the Company dated 15 March 2018 and 23 March 2018, the Company received the Requisition Notice from the Requisitionist requiring the Board to convene a special general meeting of the Company for the transaction of the businesses specified in the Requisition Notice. Such businesses include the following 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.

Based on the register of members of the Company, the Requisitionist is a registered Shareholder holding an aggregate of 840,000,000 Shares as at the date of the Requisition Notice, representing approximately 10.11% of the issued share capital of the Company.

### RELEVANT PROVISIONS UNDER THE COMPANIES ACT AND BYE-LAWS

Pursuant to Bye-law 58 of the Bye-laws, members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.

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## LETTER FROM THE BOARD

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Pursuant to Bye-law 86(4) of the Bye-laws, the members of the Company may, at any general meeting convened and held in accordance with the Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement). Pursuant to Bye-law 86(5) of the Bye-laws, a vacancy on the Board created by the removal of a Director under the provisions of Bye-law 86(4) of the Bye-laws may be filled by the election or appointment by the members of the Company at the meeting at which such Director is removed.

Pursuant to Bye-law 88 of the Bye-laws, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member of the Company (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or such place as the Board may from time to time determine to keep a branch register of the members of the Company and where the transfers or other documents for title are to be lodged for registration and are to be registered provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days.

The Board, having considered the details of the requisitions as contained in the Requisition Notice, the Bye-laws, the Companies Act and Bermuda legal advice, has resolved to convene the SGM pursuant to the Requisition Notice.

Furthermore, pursuant to the Companies Act, subject to the Bye-laws, the members of a company may at a special general meeting called for that purpose remove a director, provided that notice of any such meeting shall be served on the director concerned not less than fourteen days before the meeting and he shall be entitled to be heard at such meeting.

In accordance with the above, notice of the SGM, which contains a statement of the intention to remove Mr. Chen Rongbin and Mr. Yuan Gonglin, will be served on each of Mr. Chen Rongbin and Mr. Yuan Gonglin fourteen days before the SGM. At the SGM, each of Mr. Chen Rongbin and Mr. Yuan Gonglin shall be entitled to be heard on the motion for his removal.

### **REASONS FOR THE PROPOSED NOMINATION AND REMOVAL OF DIRECTORS**

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Nomination and Proposed Removal. The Board has made written enquires with the Requisitionist in respect of such reasons and/grounds. As of the Latest Practicable Date, the Requisitionist has not yet provided the requested information to the Board. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Nomination and Proposed Removal for consideration.

Pursuant to Rule 17.46A of the GEM Listing Rules, an issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting.



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## **LETTER FROM THE BOARD**

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Details of the proposed Directors, which have been reproduced from and are solely based upon the information provided by the Requisitionist as attached to the Requisition Notice, are set out in the Appendix to this circular. Shareholders should note that the Board has not verified the particulars of the proposed Directors stated in the Appendix to this circular.

### **SPECIAL GENERAL MEETING**

Set out on pages SGM-1 to SGM-3 of this circular is the notice convening the SGM to consider and, if thought fit, to approve the ordinary resolutions in relation to the Proposed Nomination and Proposed Removal.

A form of proxy for use at the SGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not later than 4:00 p.m. on Wednesday, 18 April 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### **VOTING AT SPECIAL GENERAL MEETING BY WAY OF POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the SGM will be voted by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules after the SGM.

So far as the Directors are aware and having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolutions to be proposed at the Special General Meeting.

### **CLOSURE OF REGISTER OF MEMBERS**

To ascertain the Shareholders' entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 17 April 2018 to Friday, 20 April 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer of Shares accompanied by the relevant shares certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 4:30 p.m. on Monday, 16 April 2018.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility (save for the information set out in the Appendix to this circular, which was provided by the Requisitionist), 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 circular (save for the information set out in the Appendix to this circular, which was provided by the Requisitionist) 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 circular misleading.

### RECOMMENDATION

Shareholders should note that the details of the proposed Directors as set out in the Appendix to this circular have been reproduced from and are solely based upon the information provided by the Requisitionist as attached to the Requisition Notice. The Board has not verified the particulars of the proposed Directors stated in the Appendix to this circular. Accordingly, no recommendation has been made by the Board or the nomination committee of the Company with regard to the Proposed Nomination. Further, the Board is not in a position to comment on whether there is any matter regarding the Proposed Nomination that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2) of the GEM Listing Rules in relation to each of the proposed Directors. In addition, the Directors also express no opinion on how Shareholders should vote on the Proposed Removal.

### GENERAL

Your attention is also drawn to the Appendix to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**HENG XIN CHINA HOLDINGS LIMITED**  
**Lim Tong Yong**  
*Chairman*

*The following information on the proposed Directors is reproduced from and is solely based upon the information provided by the Requisitionist as attached to the Requisition Notice. Particulars of the proposed Directors as set out below have not yet been independently verified by the Company or the Directors. The Directors are not responsible for the accuracy and completeness of the information described herein below.*

**AS EXECUTIVE DIRECTORS:****Gao Xixi (高西西)**

Mr. Gao Xixi (“**Mr. Gao**”), aged 56, a renowned director and producer in China. He has been worked in Chinese TV and movie industry and cultural field for more than 30 years. He is the director of Legend of Chu and Han (楚漢傳奇), Mao Zedong (毛澤東), New Romance of the Three Kingdoms (新三國), New Shanghai Town (新上海灘), Tianmimi (甜蜜蜜), The Years Marriage (結婚十年), Dacuoche (搭錯車), Guangrongsuiyue (光榮歲月), Zhizuijinmi (紙醉金迷) and has received many well-known awards in China, including “Flying Goddess Award”, “Golden Eagle Award”, “Baihe Award” (百合獎), “Huabiao Film Award” and etc. Mr Gao did not hold any directorships in any other listed public companies in the last three years.

As of the date of the Requisition Notice, Mr. Gao does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information relating to Mr. Gao which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid appointment.

**Jesus Shaozhu (邵朱)**

Mr. Jesus Shaozhu (“**Mr. Shaozhu**”), aged 24, graduated with a bachelor’s degree in business administration from Cornell University. Mr. Shaozhu is currently the director of Weihua Group, he is mainly responsible for the corporate strategic planning, and pre/post investment management. Mr. Shaozhu did not hold any directorships in any other listed public companies in the last three years.

Mr. Shaozhu is proposed to be nominated at the special general meeting of the Company by Ascent Star Corporation Limited (i.e. the Requisitionist), a substantial shareholder of the Company holding approximately 10.11% of the Shares as of the date of the Requisition Notice. Mr. Shaozhu is a shareholder and owns interests in 25% of the shares of Ascent Star Corporation Limited (i.e. the Requisitionist).

Save as disclosed above, Mr. Shaozhu does not have any other relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. He does not have any other interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information relating to Mr. Shaozhu which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid appointment.

**Hui Shuk Wan (許淑韻)**

Ms. Hui Shuk Wan (“**Ms. Hui**”), aged 37, graduated with a bachelor degree in Commerce from Deakin University and a master degree in International Business from Monash University. Ms. Hui has more than 10 years of experience in administrative field, and has worked in several Hong Kong listed company, including Renhe Commercial Holdings Company Limited, listed on the Main Board of the Stock Exchange (Stock code: 1387); Matsunichi Goldbase Limited, a direct subsidiary of Goldin Financial Holdings Limited that listed on the Main Board of the Stock Exchange (Stock code: 530); and Top Form Brassiere Mfg. Co. Ltd, a direct subsidiary of Top Form International Limited that listed on the Main Board of the Stock Exchange (Stock code: 333). Ms. Hui did not hold any directorships in any other listed public companies in the last three years.

As of the date of the Requisition Notice, Ms. Hui does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. She does not have any interests in the Shares within the meaning of Part XV of the SFO nor does she hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information relating to Ms. Hui which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid appointment.

**Wu Di (吳迪)**

Mr. Wu Di (“**Mr. Wu**”), aged 33, graduated with a bachelor degree in computer application from Jilin University in 2009. Mr. Wu joined the CITIC Asset Management Corporation Ltd upon graduation. In 2014, he became partner of Kaichen Orient Asset Management (Beijing) Corporation Ltd, responsible for financial service, investment and consultation. Mr. Wu has approximately 10 years of experience in financial and asset management field. Mr. Wu did not hold any directorships in any other listed public companies in the last three years.

As of the date of the Requisition Notice, Mr. Wu does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information relating to Mr. Wu which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid appointment.

**AS INDEPENDENT NON-EXECUTIVE DIRECTORS:****Lam, Kong Ting Jielly (林江婷)**

Ms. Lam, Kong Ting Jielly (“**Ms. Lam**”), aged 41, graduated with a Bachelor of Arts degree in Accounting and Financial Management and Business Studies from the University of Sheffield. She has over 10 years of experience in accounting and finance, and has worked in several accounting and audit firms, including HLB Hodgson Impey Cheng, PricewaterhouseCoopers and TMF Hong Kong Limited. Ms. Lam is currently working in YE Australia Pty Ltd. She is a member of the CPA Australia and a fellow member of the Association of Chartered Certified Accountants. Ms. Lam did not hold any directorships in any other listed public companies in the last three years.

As of the date of the Requisition Notice, Ms. Lam does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. She does not have any interests in the Shares within the meaning of Part XV of the SFO nor does she hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information relating to Ms. Lam which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid appointment.

**Lu Qinming (盧欽明)**

Mr. Lu Qinming (“**Mr. Lu**”), aged 62, graduated at Fujian School of Economics and Management (福建經濟管理幹部學院) (currently known as “Fujian Jiangxia University” (中國江夏學院)), specialized in Business Administration. Mr Lu has over 20 years of experience in corporate and administrative management. Mr. Lu joined Fuqing Jinman Food Corporation Ltd, in 1995 as the office manager. In 2001, he was the office manager of Fuqing Golden Eagle Hotel. In 2013, he joined Yongda Real Estate Development Corporation Ltd. as the vice general manager. Mr. Lu has over twenty years of experience on Economics and Management. Mr. Lu did not hold any directorships in any other listed public companies in the last three years.

As of the date of the Requisition Notice, Mr. Lu does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

Save as disclosed above, there is no other information relating to Mr. Lu which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid appointment.

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## NOTICE OF SPECIAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**meeting**”) of Heng Xin China Holdings Limited (the “**Company**”) will be held at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 April 2018 at 4:00 p.m. (or any adjournment thereof) for purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. To propose the election of directors of the Company (the “**Directors**”), as below:
  - (i) Nominate Mr. Gao Xixi to be elected as executive Director with immediate effect;
  - (ii) Nominate Mr. Jesus Shaozhu to be elected as executive Director with immediate effect;
  - (iii) Nominate Ms. Hui Shuk Wan to be elected as executive Director with immediate effect;
  - (iv) Nominate Ms. Lam Kong Ting Jielly to be elected as independent non-executive Director with immediate effect;
  - (v) Nominate Mr. Lu Qinming to be elected as independent non-executive Director with immediate effect;
  - (vi) Nominate Mr. Wu Di to be elected as executive Director with immediate effect.

*\* for identification purpose only*

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## NOTICE OF SPECIAL GENERAL MEETING

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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 with immediate effect;
  - (ii) Remove Mr. Yuan Gonglin as the executive Director and member of nomination committee of the Company with immediate effect.

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

Hong Kong, 4 April 2018

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business  
in Hong Kong:*  
Suite 3604, 36/F., Central Plaza  
18 Harbour Road, Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he/she/it is the holder of two or more shares of the Company, more proxies to attend the meeting and, subject to the provisions of the bye-laws of the Company, to vote instead of him/her/it. A proxy need not be a member of the Company but must attend the meeting in person to represent the member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in accordance with the instructions printed thereon not later than 4:00 p.m. on Wednesday, 18 April 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof, if he/she/it so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
3. In order to determine the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 17 April 2018 to Friday, 20 April 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the meeting, all transfer of shares accompanied by the relevant shares certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 4:30 p.m. on Monday, 16 April 2018.



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## NOTICE OF SPECIAL GENERAL MEETING

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4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. References to the time and dates in this notice are to Hong Kong times and dates.
6. As at the date of this notice, the board of Directors 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.