

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Monday, May 19, 2014 (the “**Prospectus**”) issued by Hengxing Gold Holding Company Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Saturday, June 21, 2014, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Hengxing Gold Holding Company Limited
恒興黃金控股有限公司
(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	231,250,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	23,128,000 Shares (subject to adjustment)
Number of International Offer Shares	:	208,122,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$2.00 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	2303

Sole Global Coordinator and Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalization Issue, (ii) the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option) and (iii) any options which may be granted under the Share Option Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, May 29, 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.hxgoldholding.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 23,128,000 Offer Shares (subject to adjustment), and the International Offering of initially 208,122,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.00 per Offer Share and is currently expected to be not less than HK\$1.60 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.00 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.00 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like to have the allocated Hong Kong Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, May 19, 2014, until 12:00 noon on Thursday, May 22, 2014 from:

1. China International Capital Corporation Hong Kong Securities Limited, 29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong
2. Essence International Securities (Hong Kong) Limited, 39/F, One Exchange Square, Central, Hong Kong
3. Guosen Securities (HK) Capital Company Limited, Unit 1604-6, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong
4. Haitong International Securities Company Limited, 22/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong

or

5. any of the following branches of:

(i) **Bank of China (Hong Kong) Limited**

District	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch Central District (Wing On House) Branch	3/F, 1 Garden Road 71 Des Voeux Road Central
	United Centre Branch	Shop 1021, United Centre, 95 Queensway
	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai
Kowloon	Wang Kwun Road Branch	Unit G1, Nan Fung Commercial Centre, Wang Kwun Road, Kowloon Bay
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
New Territories	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun
	Ma On Shan Plaza Branch	Shop 2103, Level 2, Ma On Shan Plaza, Sai Sha Road, Ma On Shan

(ii) **Bank of Communications Co., Ltd. Hong Kong Branch**

District	Branch Name	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Quarry Bay Sub-Branch	G/F., 981C King's Road, Quarry Bay
Kowloon	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road, Chaiwan
	Kowloon Sub-Branch	G/F., 563 Nathan Road
	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road, Tsimshatsui
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Tseung Kwan O Sub-Branch	Shop 253-255, Metro City Shopping Arcade, Phase I, Tseung Kwan O
	Market Street Sub-Branch	G/F., 53 Market Street, Tsuen Wan

(iii) **Standard Chartered Bank (Hong Kong) Limited**

District	Branch Name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No.6-12 Nam Ning Street, Aberdeen
Kowloon	Lok Fu Shopping Centre Branch	Shop G201, G/F., Lok Fu Shopping Centre
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
New Territories	New Town Plaza Branch	Shop 215, 222 & 223, Phase 1, New Town Plaza, Shatin
	Tai Po Branch	G/F shop No. 2, 23 – 25 Kwong Fuk Road, Tai Po Market, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, May 19, 2014 until 12:00 noon on Thursday, May 22, 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited – Hengxing Gold Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of Bank of China (Hong Kong) Limited, Bank of Communications Co., Ltd. Hong Kong Branch or Standard Chartered Bank (Hong Kong) Limited referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form Service** at www.hkeipo.hk from 9:00 a.m. on Monday, May 19, 2014 until 11:30 a.m. on Thursday, May 22, 2014 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, May 19, 2014 until 12:00 noon on Thursday, May 22, 2014 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the *South China Morning Post* (in English); (ii) in the *Hong Kong Economic Times* (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on our website (www.hxgoldholding.com) on or before Wednesday, May 28, 2014. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, May 28, 2014 as described in the section "How to Apply for Hong Kong Offer Shares – 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, May 29, 2014. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 2303.

By order of the Board of Directors
Hengxing Gold Holding Company Limited
Ke Xiping
Chairman

Hong Kong, May 19, 2014

As at the date of this announcement, the executive Directors of the Company are Ke Xiping, Chen Yu, David and Ho Fook Lau, Albert; and the independent non-executive Directors are Wong Yan Ki, Angel, Xiao Wei and Tim Sun.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*