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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)

PROPOSED CHANGE IN AUDITOR

The Board has resolved to propose the appointment of Cheng & Cheng Limited as the new auditor of the Company to fill the vacancy arising from the retirement of Morison Heng as the auditor of the Company at the AGM and to hold office until the conclusion of the next annual general meeting of the Company. The Proposal is subject to the approval by the Shareholders at the AGM.

The board of directors (the “**Board**”) of Heng Xin China Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) announces that Morison Heng, the auditor of the Company, will retire at the forthcoming annual general meeting of the Company (the “**AGM**”) and will not seek for re-appointment. The Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of Cheng & Cheng Limited as the new auditor of the Company to fill the vacancy arising from the retirement of Morison Heng as the auditor of the Company at the AGM and to hold office until the conclusion of the next annual general meeting of the Company (the “**Proposal**”). The Proposal is subject to the approval by the Company’s shareholders (the “**Shareholders**”) at the AGM.

Morison Heng has confirmed that there were no matters regarding the Proposal that should be brought to the attention of the Shareholders. The Board has also confirmed that there were no matters regarding the Proposal that should be brought to the attention of the Shareholders of the Company. The Board and the audit committee of the Company have further confirmed that there were no disagreements or unresolved matters between the Company and Morison Heng regarding the change of auditor.

The Board would like to express its appreciation for the services of Morison Heng provided to the Group.

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

Hong Kong, 15 November 2012

** For identification purposes only*

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 of the Company (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 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 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