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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the provisions of inside information under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that based on the preliminary review by the Group's management on the unaudited management accounts of the Group for the three months ended 31 March 2013, the Group is expected to record a decrease in net profit for the three months ended 31 March 2013 as compared to the net profit recorded for the corresponding period in 2012.

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

This announcement is made by Heng Xin China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the provisions of inside information under Part XIVA of the Securities and Future Ordinance (Cap.571, Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on the preliminary review by the Group's management of the unaudited management accounts of the Group for the three months ended 31 March 2013, the Group is expected to record a decrease in net profit for the three months ended 31 March 2013 as compared to the net profit recorded for the corresponding period in 2012. The decrease in net profit of the Group for the three months ended 31 March 2013 were mainly attributable to (1) the absence of a gain on disposal of intangible assets and (2) the drop in the overall gross profit margin as compared with the same period of last year.

The information contained in this announcement is only based on a preliminary review by the Group's management on the unaudited management accounts of the Group and the information currently available, which have not been reviewed or audited by the auditors of the Company. The unaudited results of the Group for the three months ended 31 March 2013 will be announced by the Company on 14 May 2013.

* For identification purposes only

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

Hong Kong, 26 April 2013

As at the date of this announcement, the Board comprises Mr. Xiao Yan (CEO), Mr. Li Tao and Mr. Qiu Bin 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 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 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