

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: N/A

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Heng Xin China Holdings Limited

Stock code (ordinary shares): 8046

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 May 2014.

A. General

Place of incorporation: Bermuda

Date of initial listing on GEM: 16 April 2003

Name of Sponsor(s): N/A

Names of directors: **Executive Directors**

(please distinguish the status of the directors

- Executive, Non-Executive or Independent

Non-Executive)

Xiao Yan

Li Tao

Qiu Bin

Non-Executive Director

Xu Lei

Independent Non-Executive Directors

Leung Wo Ping

Dong Shi

Hu Dingdong

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Shareholder	No. of shares	% of shares
	Team Effort Investments Limited (Note)	623,542,451	18.03
	Choi Chung Lam (Note)	623,542,451	18.03

Note:

Mr. Choi Chung Lam is the legal and beneficial owner of the entire issued share capital of Team Effort Investments Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business: Unit 2, 24/F, Harcourt House,
39 Gloucester Road, Wanchai, Hong Kong

Web-site address (if applicable): www.hengxinchina.com.hk

Share registrar: **Bermuda Principal Share Registrar**
Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Branch Share Registrar
Union Registrars Limited
18/F, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

Auditors: Cheng & Cheng Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company is an investment holding company. The Group is principally engaged in the businesses of digital cable television, wireless digital television value-added services, research, design, development on and manufacturing of electronic message security products, integrated circuits, integrated circuit solutions and related services.

C. Ordinary shares

Number of ordinary shares in issue: 3,458,590,188

Par value of ordinary shares in issue: HK\$0.01

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Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share options

	Number of underlying shares	Date of Grant	Exercise period	Exercise Price (HK\$)
Employee Share Options	3,000,000	29/02/2012	01/03/2013-29/02/2016	0.84
Other Options	40,000,000	20/11/2012	20/11/2012-19/11/2014	0.32

Warrants

Holder of Warrants	Principal Amount (HK\$)	Date of Issue	Subscription period	Subscription Price (HK\$)
GEM Global Yield Fund Ltd	171,000,000	17/02/2011	17/02/2012-16/02/2016	2.00
ES Capital Group, Ltd	19,000,000	17/02/2011	17/02/2012-16/02/2016	2.00

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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 Xiao Yan

.....
 Qiu Bin

.....
 Li Tao

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 Xu Lei

.....
 Leung Wo Ping

.....
 Dong Shi

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 Hu Dingdong

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*