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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 hereby informs the Shareholders and potential investors that, based on the preliminary review on the unaudited consolidated management accounts of the Group and the information currently available, the Group is expected to record a net loss for the nine months ended 30 September 2014 as compared to a net profit recorded for the corresponding period in 2013.

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 of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby informs the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary review on the unaudited consolidated management accounts of the Group and the information currently available, the Group is expected to record a net loss for the nine months ended 30 September 2014 as compared to a net profit recorded for the corresponding period in 2013. The expected net loss was principally due to the significant drop in the Group’s revenue (estimated of approximately 77% drop as compared to the corresponding period in 2013) mainly for the reasons of (a) no revenue contribution from the Group’s wireless digital terrestrial television network equipment integration business segment following the disposal of Magic Golden Limited, an indirect wholly-owned subsidiary of the Company, and its

subsidiaries included 北京中廣視通科技有限公司 (Beijing Zhongguang Shitong Technology Co., Ltd.*) in January 2013; and (b) the significant decrease in revenue contribution from the Group's digital cable television business segment as a result of the disposal of the telecommunication equipment in relation to digital cable television broadcasting network (the "Assets") in three tranches, details of which are set out in the circular of the Company dated 21 February 2014 (as at the date of this announcement, the disposal of the Assets has not yet been completed).

The Company is in the process of finalizing its third quarterly results for the nine months ended 30 September 2014. The information contained in this announcement is only based on a preliminary assessment by the Board of the information currently available and the unaudited consolidated management accounts of the Group, which have not been reviewed or audited by the auditor of the Company. Shareholders and potential investors are advised to read carefully the third quarterly results announcement of the Company for the nine months ended 30 September 2014, which is expected to be published on 14 November 2014.

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

By Order of the Board
HENG XIN CHINA HOLDINGS IMITED
Tse Kam Fai
Company Secretary

Hong Kong, 5 November 2014

As at the date of this announcement, the Board comprises Mr. Xiao Yan (Chief Executive Officer), Mr. Qiu Bin and Mr. Li Tao as executive Directors; Mr. Xu Lei as non-executive Director; and 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 at www.hkgem.com 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.

** For identification purposes only*