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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)

CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTOR, AND CHAIRMAN OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that the resignation of Mr. Chan Wai Dune, and the appointment of Mr. Leung Wo Ping *JP* as an independent non-executive Director, and the chairman of the audit committee, the nomination committee and the remuneration committee of the Company, with both effect from 11 August 2009.

Resignation of Independent Non-executive Director, and the Chairman of Audit Committee, the Nomination Committee and the Remuneration Committee

The board of directors (the “**Board**”) of Heng Xin China Holdings Limited (the “**Company**”) announces that Mr. Chan Wai Dune (“**Mr. Chan**”) has resigned as an independent non-executive director, and the chairman of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 11 August 2009 due to his heavy work commitment and overseas duties. Mr. Chan has confirmed to the Board that he has no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Chan for his valuable contributions to the Company during his tenure of office.

Appointment of Independent Non-executive Director, and the Chairman of Audit Committee, the Nomination Committee and the Remuneration Committee

The Board also announces that Mr. Leung Wo Ping *JP* (“**Mr. Leung**”) has been appointed as an independent non-executive director and the chairman of the audit committee, nomination committee and remuneration committee of the Company with effect from 11 August 2009.

* For identification purposes only

Mr. Leung, aged 65, is a Fellow of the Institute of Chartered Accountants in England of Wales. He is a tax professional, having engaged in UK tax, Hong Kong tax and international tax planning for almost 30 years. Apart from his professional work, Mr. Leung has actively participated in community affairs since 1983. He had been a Regional Councillor for 5 years and a District Councillor for 18 years. He is also a Councillor of the New Territories Heung Yee Kuk. He still serves on various Boards and Committees including the Hospital Authority's Hospital Governing Committee of Tai Po Hospital, United Christian Nethersole Community Health Service Management Committee and the Human Organ Transplant Board. He was a District Advisor to the Hong Kong Branch of Xinhua News Agency before 1997. Mr. Leung was awarded a Badge of Honour by Her Majesty Queen Elizabeth in 1994 for service to the community. He was also appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region in 2000.

Mr. Leung has not previously held any positions with the Company or its subsidiaries and he does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "**GEM Listing Rules**")). Mr. Leung has not held any directorships in any listed company in the past three years. As at the date of this announcement, Mr. Leung does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Leung has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. Mr. Leung is subject to retirement by rotation and re-election at general meeting pursuant to the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice. According to the service contract between the Company and Mr. Leung, Mr. Leung is entitled to an annual remuneration of HK\$144,000 which was determined by the Board with reference to his duties and responsibilities within the Company.

There is no information relating to Mr. Leung that is required to be disclosed pursuant to rules 17.50(2) (h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to Mr. Leung's appointment that needs to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Leung for joining the Company.

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

Hong Kong, 11 August 2009

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. 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 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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