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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)

LEVEL 1 AMERICAN DEPOSITARY RECEIPT FACILITY

The Company has established a Level 1 American Depositary Receipt facility.

The board of the directors (the “Board”) of Heng Xin China Holdings Limited (the “Company”) wishes to inform the shareholders of the Company and investors that the Company has established a sponsored, unlisted Level 1 American Depositary Receipt (“ADR”) facility, which has become effective on 10 November 2009.

An ADR is a negotiable receipt, resembling a stock certificate, that is issued by a United States (“U.S.”) depositary bank appointed by the Company to evidence one or more American Depositary Shares (“ADSs”), each of which represents 50 ordinary shares of the Company. In the form of facility adopted by the Company, the ADRs will be issued against ordinary shares trading on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) that have been deposited with a custodian bank under the facility. The ADRs will be traded in the U.S. over-the-counter market.

In connection with the establishment of the ADR facility, the Company has filed a registration statement, which contained certain publicly available information of the Company, with the U.S. Securities and Exchange Commission (the “SEC”). The registration statement has become effective on 10 November 2009. As a continuing obligation, the Company is required to furnish to the SEC the same information that is required to be published in Bermuda and Hong Kong as required by the applicable laws and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The number of ADSs registered by the Company under the ADR facility is 50,000,000. The establishment of the ADR facility by the Company is not a new offering of shares and the ADRs are based on the shares of the Company currently in issue. Therefore, the Company receives no proceed from the establishment of the ADR facility. The main purpose and benefit of such an ADR is to increase liquidity of the Company’s shares in the Hong Kong and the U.S. and to provide an access to the U.S. capital market. Under the ADR facility, owners of the ADSs have the same rights to dividends and distributions and voting powers as the holders of ordinary shares of the Company subject, however, to enforcement procedures provided in the Deposit Agreement.

* For identification purposes only

The Board believes that the ADR facility will provide the Company with a cost effective and low maintenance measure of exposure to the U.S. capital market.

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

Hong Kong, 12 November 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 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 GEM of the Stock Exchange 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