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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)

ISSUE OF CONSIDERATION CONVERTIBLE NOTES

The Board announces that the EBITDA commitments for the period from the completion date to 30 September 2009 in relation to the acquisitions of the Star Hub and Sino Will have been met and an aggregate of HK\$264,725,020 principal amount of Convertible Notes as the full and final instalment of the considerations was issued.

Reference is made to the announcements dated 15 July 2008, 23 September 2008 and 26 March 2009; and the circular dated 29 August 2008 (the “**Circular**”) of Heng Xin China Holdings Limited (the “**Company**”) in relation to the acquisitions of Star Hub and Sino Will. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Circular.

THE JINQIAO AGREEMENT

Pursuant to the Jinqiao Agreement, the aggregate consideration for the acquisition of the Star Hub Sale Share is approximately HK\$215.0 million, the first instalment of which in the amount of HK\$5 million was paid in cash upon signing of the Jinqiao Agreement; the second and the third instalments of which in the amounts of approximately HK\$73.5 million and HK\$31.5 million were paid by issue of Convertible Notes on Jinqiao Completion Date and 26 March 2009 respectively. The remaining HK\$105.0 million would be payable by the issue of Convertible Notes upon the satisfaction of the following condition:

Instalment	Amount <i>HK\$</i>	Payment condition
Fourth	105,024,980	From the Jinqiao Completion Date to the last day of the month encompassing the anniversary date of Jinqiao Completion, the EBITDA of the audited consolidated financial statement (to be prepared based on HKFRSs) of the Star Hub Group will not be less than an equivalent HK\$ amount of RMB24 million

* *For identification purposes only*

The Board announces that the EBITDA of the audited consolidated financial statement of the Star Hub Group for the period from the Jinqiao Completion Date to 30 September 2009 was approximately HK\$155.0 million and therefore the EBITDA commitment of RMB24 million has been met. Pursuant to the Jinqiao Agreement, an aggregate of HK\$105,024,980 principal amount of Convertible Notes was required and has been issued to the Jinqiao Vendor as full and final settlement of the aggregate consideration.

THE MAXIUM AGREEMENT

Pursuant to the Maxium Agreement, the aggregate consideration for the acquisition of the Sino Will Sale Share is approximately HK\$334.4 million, the first instalment of which in the amount of HK\$15 million was paid in cash upon signing of the Maxium Agreement; the second and the third instalments of which in the amount of approximately HK\$111.8 million and HK\$47.9 million were paid by issue of Convertible Notes on Maxium Completion Date and 26 March 2009 respectively. The remaining HK\$159.7 million would be payable by the issue of Convertible Notes upon the satisfaction of the following condition:

Instalment	Amount HK\$	Payment condition
Fourth	159,700,040	From the Maxium Completion Date to the last day of the month encompassing the anniversary date of Maxium Completion, the EBITDA of the audited consolidated financial statement (to be prepared based on HKFRSs) of the Sino Will Group will not be less than an equivalent HK\$ amount of RMB36 million

The Board announces that the EBITDA of the audited consolidated financial statement of the Sino Will Group for the period from the Maxium Completion Date to 30 September 2009 was approximately HK\$56.6 million and therefore the EBITDA commitment of RMB36 million has been met. Pursuant to the Maxium Agreement, an aggregate of HK\$159,700,040 principal amount of Convertible Notes was required and has been issued to the Maxium Vendor as full and final settlement of the aggregate consideration.

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

Hong Kong, 4 December 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. 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 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