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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)

STRATEGIC COOPERATION FRAMEWORK AGREEMENT

This announcement is made by Heng Xin China Holdings Limited (the “Company”) on a voluntary basis with the purpose of keeping shareholders and potential investors of the Company informed of its latest business development. Reference is made to the announcement of the Company dated 3 May 2010 in relation to the business cooperation agreement for the cable television network in Anhui Province, PRC.

The board of directors (the “Board”) of Heng Xin China Holdings Limited is pleased to announce that on 25 October 2010, the Company and Anhui Television Broadcasts and Media Industry Group Co., Ltd. (“Anhui TVB”) (安徽廣電傳媒產業集團有限責任公司), the holding company of Anhui Radio and Television Information Network Co., Ltd. (安徽廣電信息網絡股份有限公司), have entered into a strategic cooperation framework agreement (the “Cooperation Agreement”) pursuant to which the parties have agreed to cooperate with the other to create the digital cable television two-way interactive network and explore cooperation in the related value-added services. The digital cable television two-way conversion project is currently one of the key development projects in Anhui Province. The signing of the Cooperation Agreement at the holding company level indicates that the cooperation project will be executed more effectively and strengthens the cooperative relationship between the parties in this respect.

The Cooperation Agreement sets out the general principles of cooperation between the parties. Detailed terms of further technical cooperation will be subject to definitive contracts to be entered into by the parties.

The Company and its subsidiaries are principally engaged in wireless digital terrestrial television network equipment integrated business, digital cable television two-way conversion business, research, design, development on and manufacturing of electronic message security products, integrated circuits, and the integrated circuit solutions and the related services.

Anhui TVB, a state-owned high-tech enterprise, is the sole cable television network constructor and operator in Anhui Province.

* *For identification purposes only*

The entering into of the Cooperation Agreement is conducted in the usual and ordinary course of business of the Company and does not constitute a notifiable transaction for the Company under Chapter 19 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”).

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

Hong Kong, 25 October 2010

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 of Heng Xin China Holdings Limited 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 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