



Heng Xin China Holdings Limited 恒芯中國控股有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8046)

2013

First Quarterly Report
第一季業績報告

IMPORTANT NOTICE

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This report, for which the directors of Heng Xin China Holdings Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to Heng Xin China Holdings Limited. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.

重要事項

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的定位乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上市公司新興之性質使然，在創業板買賣之證券可能會較於聯交所主板買賣之證券承受較大市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定提供有關恒芯中國控股有限公司之資料。恒芯中國控股有限公司各董事（「董事」）對本報告所載資料願共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各主要方面均為準確及完整，且無誤導或欺詐成份，以及本報告並無遺漏其他事項致使本文件或本報告所載內容有所誤導。

RESULTS

The board of Directors (the “Board”) of Heng Xin China Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2013 together with the comparative unaudited figures for the corresponding period in 2012.

業績

恒芯中國控股有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至二零一三年三月三十一日止三個月之未經審核綜合業績，連同二零一二年同期之未經審核比較數字。

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
	Note		
	附註		
Revenue	3	129,154	79,056
Cost of sales		(76,408)	(30,502)
Gross profit		52,746	48,554
Other income	3	1,101	33,899
Selling and marketing expenses		(2,634)	(1,593)
Other operating expenses		(16,484)	(19,741)
Finance costs	4	(2,342)	(3,544)
Profit before taxation		32,387	57,575
Taxation	5	(5,668)	(8,304)
Profit for the period attributed to owners of the Company	6	26,719	49,271
Other comprehensive income			
Exchange differences on translating foreign operations		10,171	7,129
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTED TO OWNERS OF THE COMPANY		36,890	56,400
Earnings per share — basic and diluted	7	0.86 cent 仙	1.98 cents 仙
Dividends	8	—	—

Notes:

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in Bermuda on 9 September 2002 under the Companies Act 1981 of Bermuda (as amended). The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company is an investment holding company. The shares of the Company have been listed on the GEM of the Stock Exchange since 16 April 2003.

The principal activities of the Group are engaged in digital cable television business, wireless digital television value-added services, wireless digital terrestrial television network equipment integrated business, research, design, development on and manufacturing of electronic message security products, integrated circuits, and the integrated circuit solutions and the related services.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited consolidated financial statements for the three months ended 31 March 2013 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values. The accounting policies and methods of computation used in the preparation of the unaudited consolidated financial statements are consistent with those used in the financial statements for the six months ended 31 December 2012. These unaudited consolidated financial statements should be read in conjunction with the Company's annual report for the six months ended 31 December 2012. Those new accounting standards, amendments to accounting standards and interpretations which are mandatory for financial year ending 31 December 2013 have no material impact on the Group.

The unaudited consolidated financial statements have not been audited by the auditors of the Company, but have been reviewed by the Company's audit committee and were approved for issue by the Board.

附註：

1. 一般資料

本公司於二零零二年九月九日根據百慕達一九八一年公司法(經修訂)於百慕達註冊成立為受豁免有限公司。本公司註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司為一間投資控股公司。本公司股份自二零零三年四月十六日起於聯交所創業板上市。

本集團之主要業務則包括從事有線數字電視業務、無線數字電視增值服務、地面無線數字電視網絡設備集成業務、研究、設計、開發及製造電子資訊安全產品、芯片，以及芯片之解決方案及相關服務。

2. 編製基準及會計政策

截至二零一三年三月三十一日止三個月之未經審核綜合財務報表乃按香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)及創業板上市規則之適用披露規定編製。

未經審核綜合財務報表乃根據歷史成本基準編製，惟若干金融工具乃以公平值計量。編製未經審核綜合財務報表所採用之會計政策及計算方法與編製截至二零一二年十二月三十一日止六個月之財務報表所採用者一致。該等未經審核綜合財務報表應與本公司截至二零一二年十二月三十一日止六個月之年報一併閱讀。須於截至二零一三年十二月三十一日止財政年度強制採用之新訂會計準則、會計準則之修訂及詮釋不會對本集團構成重大影響。

未經審核綜合財務報表未經本公司核數師審核，但已經本公司之審核委員會審閱並由董事會批准刊發。

3. REVENUE

Revenue recognised by category during the three months ended 31 March 2013 are as follows:

3. 收益

截至二零一三年三月三十一日止三個月之收益分類確認如下：

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益		
Digital cable television business	有線數字電視業務	57,111	38,440
Wireless digital television value-added services	無線數字電視增值服務	10,959	8,849
Encrypted integrated circuits and the derived integrated business	加密芯片及所產生之集成業務	7,698	1,845
Wireless digital audio products business	無線數字音頻產品業務	7,128	29,553
Wireless digital terrestrial television network equipment integration business	地面無線數字電視網絡設備集成業務	46,258	369
		129,154	79,056
Other income	其他收入		
Bank interest income	銀行利息收入	73	129
Gain on disposal of intangible assets	出售無形資產之收益	—	33,547
Other interest income	其他利息收入	1,028	—
Sundry income	雜項收入	—	223
		1,101	33,899

4. FINANCE COSTS

4. 融資成本

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Effective interest expenses on straight bonds	普通債券之實際利息開支	2,219	—
Effective interest expenses on convertible notes	可換股票據之實際利息開支	—	3,532
Interest element of finance leases	融資租約之利息	5	12
Interest on bank loans	銀行貸款之利息	118	—
		2,342	3,544

5. TAXATION

5. 稅項

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax:	即期稅項：		
Hong Kong	香港		
— charge for the period	— 本期間支出	—	—
Overseas	海外		
— charge for the period	— 本期間支出	5,668	8,304
		5,668	8,304

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. PRC Enterprise Income Tax is calculated at 25% of the estimated assessable profit for both periods. Pursuant to the relevant laws and regulations in the PRC, some of the Company's PRC subsidiaries are entitled to exemption from PRC income tax for the two years commencing from the first profit-making year of operation and thereafter, those subsidiaries will be entitled to a 50% relief from PRC income tax for the following three years.

香港利得稅以兩個期間之估計應課稅溢利按稅率16.5%計算。中國企業所得稅以兩個期間之估計應課稅溢利按稅率25%計算。根據中國相關法律及法規，本公司若干中國附屬公司獲豁免自其首個獲利經營年度起計兩年繳納中國所得稅，其後該等附屬公司於隨後三年則可享中國所得稅減半優惠。

6. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of inventories recognised as expense	確定為開支之存貨成本	76,408	29,276
Depreciation	折舊	1,046	982
Exchange loss	匯兌虧損	8	25
Loss on fair value changes of financial assets at fair value through profit or loss	按公平值計入損益表之金融資產之公平值變動虧損	—	480
Operating lease charges on office premises	辦公室物業之經營租賃費用	1,343	2,481
Research and development costs	研究及開發成本	259	3,207
Staff costs (including Directors' emoluments)	員工成本(包括董事酬金)		
— salaries and allowances	— 薪金及津貼	5,714	5,680
— pension scheme contributions	— 退休金計劃供款	674	207

7. EARNINGS PER SHARE

(a) Basic

Basic earnings per share for the three months ended 31 March 2013 is calculated by dividing the consolidated profit attributable to the owners of the Company for the three months ended 31 March 2013 of HK\$26,719,000 (2012: HK\$49,271,000) by the weighted average number of 3,108,590,000 (2012: 2,487,592,000) ordinary shares in issue during the period.

(b) Diluted

No diluted earnings per share has been presented for the three months ended 31 March 2013 as the exercise price of the Company's outstanding share options and warrants were higher than the average market price of the Company's shares for the period.

Diluted earnings per share for the three months ended 31 March 2012 is calculated by dividing the adjusted profit attributable to the owners of the Company for the three months ended 31 March 2012 of HK\$52,802,000 by the total of the weighted average number of ordinary shares of 2,671,455,000 outstanding during the period, after adjusting for the effects of all dilutive potential ordinary shares.

6. 期內溢利

期內溢利乃經扣除下列各項後列賬：

Three months ended 31 March 截至三月三十一日止三個月	
2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)

7. 每股盈利

(a) 基本

截至二零一三年三月三十一日止三個月之每股基本盈利乃按截至二零一三年三月三十一日止三個月本公司擁有人應佔綜合溢利26,719,000港元(二零一二年：49,271,000港元)除以期內已發行普通股加權平均數3,108,590,000股(二零一二年：2,487,592,000股)計算。

(b) 攤薄

由於截至二零一三年三月三十一日止三個月本公司尚未行使購股權及認股權證之行使價高於本公司股份之平均市價，因此期內並無呈列每股攤薄盈利。

截至二零一二年三月三十一日止三個月之每股攤薄盈利乃按截至二零一二年三月三十一日止三個月本公司擁有人應佔經調整溢利52,802,000港元，除以期內已發行普通股加權平均數2,671,455,000股之總額，經調整所有攤薄潛在普通股之影響後計算。

7. EARNINGS PER SHARE (Continued)

(b) Diluted earnings per share (Continued)

The adjusted profit attributable to the owners of the Company for the three months ended 31 March 2012 is calculated based on the profit attributable to the owners of the Company for the period of HK\$49,271,000 as used in the calculation of basic earnings per share plus effective interest expenses on convertible notes of HK\$3,531,000. The weighted average number of ordinary shares used in the calculation of diluted earnings per share for the three months ended 31 March 2012 is calculated based on the weighted average of 2,487,592,000 ordinary shares in issue during the period as used in the calculation of basic earnings per share plus the weighted average of 949,000 ordinary shares deemed to be issued at no consideration as if all the Company's share options had been exercised and the weighted average of 182,914,000 ordinary shares deemed to be issued at no consideration as if all the Company's convertible notes had been converted for the three months ended 31 March 2012.

8. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2013 (2012: Nil).

7. 每股盈利 (續)

(b) 每股攤薄盈利 (續)

截至二零一二年三月三十一日止三個月本公司擁有人應佔經調整溢利乃按計算每股基本盈利所用之期內本公司擁有人應佔溢利49,271,000港元另加可換股票據之實際利息開支3,531,000港元計算。截至二零一二年三月三十一日止三個月之每股攤薄盈利所用之普通股加權平均數乃按計算每股基本盈利所用之期內已發行普通股加權平均數2,487,592,000股另加視為無償發行之普通股加權平均數949,000股(猶如本公司所有購股權已獲行使)，以及視為無償發行之普通股加權平均數182,914,000股(猶如本公司所有可換股票據已於截至二零一二年三月三十一日止三個月兌換)計算。

8. 中期股息

董事會不建議派發截至二零一三年三月三十一日止三個月之中期股息(二零一二年：無)。

9. RESERVES

9. 儲備

		Unaudited 未經審核								
		Attributable to the owners of the Company 本公司擁有人應佔								
		Share premium	Capital reserve	Exchange fluctuation reserve	Other reserve	Share option reserve	Convertible notes reserve	Retained profits	Total	
		股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	可換股票據 儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總計 HK\$'000 千港元	
Balance at 1 January 2012	於二零一二年 一月一日之結餘	1,107,946	2,325	64,239	(79,992)	11,215	134,254	565,476	1,805,463	
Share options exercised	已行使之購股權	1,006	—	—	—	(215)	—	—	791	
Recognition of share-based payments	確認以股份為基礎付款	—	—	—	—	965	—	—	965	
Total comprehensive income for the three months ended 31 March 2012	截至二零一二年 三月三十一日 止三個月之 全面收入總額	—	—	7,129	—	—	—	49,271	56,400	
Balance at 31 March 2012	於二零一二年 三月三十一日 之結餘	1,108,952	2,325	71,368	(79,992)	11,965	134,254	614,747	1,863,619	
Balance at 1 January 2013	於二零一三年 一月一日之結餘	1,394,441	2,325	66,821	(79,992)	11,322	—	613,901	2,008,818	
Recognition of share-based payments	確認以股份為基礎付款	—	—	—	—	817	—	—	817	
Transfer to retained profits upon expiry of share options	於購股權屆滿後 撥入保留溢利	—	—	—	—	(10,330)	—	10,330	—	
Disposal of subsidiaries	出售附屬公司	—	—	(28,269)	—	—	—	—	(28,269)	
Total comprehensive income for the three months ended 31 March 2013	截至二零一三年 三月三十一日 止三個月之 全面收入總額	—	—	10,171	—	—	—	26,719	36,890	
Balance at 31 March 2013	於二零一三年 三月三十一日 之結餘	1,394,441	2,325	48,723	(79,992)	1,809	—	650,950	2,018,256	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial review

財務回顧

For the three months ended 31 March 2013, the Group recorded a consolidated revenue of approximately HK\$129.2 million, representing an increase of approximately 63% when compared to approximately HK\$79.1 million for the corresponding period in 2012.

於截至二零一三年三月三十一日止三個月，本集團錄得綜合收益約129,200,000港元，較二零一二年同期之約79,100,000港元增加約63%。

Gross profit margin of the Group decreased from approximately 61.4% for the corresponding period of last financial year to approximately 40.8% for the current three-month period, resulting from the change of business mix.

本三個月期間本集團之毛利率由上一財政年度同期之約61.4%減少至約40.8%，乃由於業務組合變動所致。

Other income amounted to HK\$1.1 million for the three months ended 31 March 2013, representing a decrease of about 97% when compared to approximately HK\$33.9 million for the corresponding period of the last financial year. The decrease was due to the absence of a gain on disposal of intangible assets.

截至二零一三年三月三十一日止三個月之其他收入為1,100,000港元，較上一財政年度同期之約33,900,000港元減少約97%。減少乃由於並無獲得出售無形資產收益所致。

Other operating expenses amounted to HK\$16.5 million for the three months ended 31 March 2013, representing a decrease of approximately 16% when compared to approximately HK\$19.7 million for the corresponding period of the last financial year. The decrease was principally due to the absence of a loss on fair value changes of securities held and the decrease of research and developments costs.

截至二零一三年三月三十一日止三個月之其他經營費用為16,500,000港元，較上一財政年度同期之約19,700,000港元減少約16%。此減少主要由於並無計入所持證券之公平值變動虧損及研發成本減少所致。

The profit attributable to owners of the Company amounted to approximately HK\$26.7 million for the three months ended 31 March 2013, representing a decrease of approximately 46% when compared to HK\$49.3 million over the corresponding period in the previous financial year. Basic earnings per share was approximately HK0.86 cent for the three months ended 31 March 2013, representing a decrease of approximately 57% compared to approximately HK1.98 cents for the corresponding period of the last year.

截至二零一三年三月三十一日止三個月，本公司擁有人應佔溢利約為26,700,000港元，較上一財政年度同期之49,300,000港元減少約46%。截至二零一三年三月三十一日止三個月之每股基本盈利約為0.86港仙，較去年同期之約1.98港仙減少約57%。

As at 31 March 2013, the cash and bank balances of the Group (including the restricted bank deposits) amounted to approximately HK\$34.3 million, representing an increase of approximately 57% when compared to that of approximately HK\$21.9 million as at 31 December 2012. As at 31 March 2013, the gearing ratio of the Group, calculated as total borrowings over total assets, was approximately 0.06 (31 December 2012: 0.08).

於二零一三年三月三十一日，本集團之現金及銀行結餘（包括有限制銀行存款）約為34,300,000港元，較二零一二年十二月三十一日之21,900,000港元增加約57%。於二零一三年三月三十一日，本集團之資本負債比率（總借款除以總資產）約為0.06（二零一二年十二月三十一日：0.08）。

Disposal of subsidiaries

On 20 November 2012, America Assets Holding Group Limited (“America Assets”) and Star Hub Investments Limited (“Star Hub”), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement, pursuant to which Star Hub conditionally agreed to sell to America Assets, and America Assets conditionally agreed to purchase from Star Hub, the entire issued share capital of Magic Golden Limited, at a cash consideration of RMB328 million (equivalent to approximately HK\$403.4 million). The disposed group includes 北京中廣視通科技有限公司 (Beijing Zhongguang Shitong Technology Co., Ltd (“Beijing Zhongguang”)) which engages principally in the wireless digital terrestrial television network equipment integrated business, and research, design, manufacturing and trading of information safety products. Details of the disposal are set out in the Company’s circular dated 17 December 2012. The disposal was completed on 24 January 2013. The loss on disposal was approximately HK\$28 million. The disposal of Beijing Zhongguang can allow the Group to focus its resources, apply the proceeds from the disposal on its principal business of cable television and wireless digital television value-added services, and improve the financial strength of the Group.

Subscription of new shares

On 26 March 2013, the Company entered into a conditional subscription agreement with each of the two independent investors respectively. Pursuant to the subscription agreements, the subscribers have conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue a total of 100,000,000 subscription shares at a price of HK\$0.25 per subscription share. The subscription was completed on 8 April 2013 and net proceeds amounted to approximately HK\$24.9 million, thereby providing the Group with additional cash resources for its operations.

Business review

During the three months ended 31 March 2013, affected by low demand from the subscribers of television broadcasting during the Chinese New Year holidays and the effect of television broadcast security during the Two Sessions, and the drop of the revenue as a result of management resources being drawn to the disposal of a wholly-owned subsidiary, the results of the Group’s business for the first quarter decreased as compared with that of the corresponding period.

出售附屬公司

於二零一二年十一月二十日，America Assets Holding Group Limited (「America Assets」) 與本公司之間接全資附屬公司 Star Hub Investments Limited (「Star Hub」) 訂立買賣協議，據此，Star Hub 有條件同意向 America Assets 出售，而 America Assets 有條件同意向 Star Hub 購買 Magic Golden Limited 之全部已發行股本，現金代價為人民幣 328,000,000 元（相當於約 403,400,000 港元）。已出售集團包括北京中廣視通科技有限公司（「北京中廣」），主要從事地面無線數字電視網絡設備集成業務，以及研究、設計、製造及買賣資訊安全產品。出售事項之詳情載於本公司日期為二零一二年十二月十七日之通函。出售事項於二零一三年一月二十四日完成。出售之虧損約為 28,000,000 港元。出售北京中廣可讓本集團集中其資源、將出售所得款項用於其有線電視及無線數字電視增值服務之主要業務以及增強本集團之財務實力。

認購新股份

於二零一三年三月二十六日，本公司與兩名獨立投資者分別訂立有條件認購協議。根據認購協議，認購人有條件同意認購，而本公司有條件同意按每股認購股份 0.25 港元之價格配發及發行合共 100,000,000 股認購股份。認購事項於二零一三年四月八日完成，所得款項淨額約為 24,900,000 港元，為本集團營運提供額外現金資源。

業務回顧

截至二零一三年三月三十一日止三個月，受農曆新年假期及兩會期間廣播出保障影響廣電用戶之需求低迷，以及因管理資源投放在出售全資附屬公司導致收益下滑，本集團業務於第一季度之業績較去年同期有所下跌。

(i) Digital cable television business

The Group has achieved stable progress for its network construction project in the integration of the three networks and greater than expected revenue for the digital cable television operational business in rural areas. The revenues in the three months ended 31 March 2013 amounted to approximately HK\$57.1 million (2012: HK\$38.4 million) (around 44% (2012: 49%) of the total revenue of the Group). The revenue comprised operational revenues from basic subscription and other value added technology as well as market service income arising from the 1,000,000 subscribers of the Hebei rural television network and sales of digital cable television business related products. The basic network construction for 400,000 subscribers of broadcasting television in the rural areas is underway and expected to be completed in 2013.

For the cable television business related product market, the sales performance was partially affected due to holidays in the first quarter of 2013, which is basically normal for the market. With the assistance of externally engaged market and technology experts, the Group has made steady progress on the development of client channels for the technology development, products and services, which set up a solid platform for further sales of products in the cable market.

The Group's existing operation right on value-added business covers areas such as Anhui and Nanchang of Jiangxi province. The Group has signed contracts on establishment and operation of value-added business for 5.5 million cable television subscribers. In Hebei province and Datong of Shanxi province, the Group has signed contracts on establishment and operation of basic television business for 3.7 million cable television subscribers. During the first quarter of 2013, the Group has completed the building of platform and testing for the 301 remote medical treatment project and the Group enjoyed an immaterial revenue from such project.

(ii) Wireless digital television value-added services

Revenue for the three months ended 31 March 2013 amounted to approximately HK\$10.9 million (2012: HK\$8.8 million) or around 8% (2012: 11%) of the total revenue. The Group has signed contracts on wireless mobile digital television operation in Hebei province, which includes operation for value-added businesses such as 6,000 advertising display panels in public areas.

(i) 有線數字電視業務

本集團之網絡建設項目於三網融合方面取得穩步發展，而農村地區之有線數字電視經營業務取得之收益亦超出預期。截至二零一三年三月三十一日止三個月之收益約為57,100,000港元(二零一二年：38,400,000港元)(佔本集團總收益約44%(二零一二年：約49%)。收益包括河北農村電視網絡1,000,000用戶之基本認購及其他增值技術以及市場服務收入而產生之營運收益以及銷售有線數字電視業務相關產品。本集團已為農村地區400,000廣電用戶展開基礎網絡建設，並預期於二零一三年竣工。

就有線電視業務相關產品市場而言，二零一三年第一季度由於節假日較多，影響了部份銷售業績，對於該市場而言基本屬於正常。在外聘市場及技術專家之協助下，本集團有關技術開發、產品及服務之客戶渠道在穩步推進，為下一步在有線市場上銷售產品提供了堅實平台。

本集團目前之增值業務運營權覆蓋安徽、江西南昌等地。本集團已簽約了建設運營5,500,000有線電視用戶之增值業務。在河北省及山西大同，本集團已簽約了建設運營3,700,000有線電視用戶之電視基礎業務。於二零一三年第一季度，本集團完成了301遠程醫療項目之平台搭建及測試，該項目為本集團帶來少量收益。

(ii) 無線數字電視增值服務

截至二零一三年三月三十一日止三個月之收益約為10,900,000港元(二零一二年：8,800,000港元)或佔總收益約8%(二零一二年：11%)。本集團在河北省簽約了無線移動數字電視運營協議，包含6,000塊公共廣告顯示屏等增值業務之經營。

(iii) Encrypted integrated circuits and the derived integrated business

The revenue for the three months ended 31 March 2013 generated from the encrypted integrated circuits and the derived integrated business and the related technical services amounted to approximately HK\$7.7 million (2012: HK\$1.8 million) or approximately 6% (2012: 2%) of the total revenue. During the first quarter ended 31 March 2013, the revenue from software sales and technical solution provision of this segment was materially affected due to less market demands and development cycle issues.

(iv) Wireless digital audio products business

The revenue for the three months ended 31 March 2013 generated from the wireless digital audio products business and the related technical services amounted to approximately HK\$7.1 million (2012: HK\$29.6 million) or approximately 6% (2012: 37%) of the total revenue. During the first quarter of 2013, the demand from both domestic and overseas markets was mediocre. The Group's market share has been growing correspondingly with the expanding scale of cooperation with the domestic and overseas customers over the past few years. This has provided the Group with an effective protection of high revenue as well as a profit driver in future.

(v) Wireless digital terrestrial TV network equipment integration business

Approximately HK\$46.3 million (2012: HK\$0.4 million) or around 36% (2012: 1%) of the total revenue of the Group in the three months ended 31 March 2013 was derived from the trading of the wireless digital terrestrial television related products.

Prospects

The Group will continue to engage in full-scale basic television broadcasting business, television broadcasting value added business and wireless television broadcasting business as well as satellite business according to the characteristics of the broadcasting television subscribers in different regions in mainland China.

The Group shall take the opportunities arising during the peak season of Spring Festival and the period of intensive tendering activities to gain greater market shares, in a bid to maximize the income. The Group will reinforce, set up and properly operate the networks for its contracted broadcasting television subscribers, build a foundation for achieving the overall objectives of development of the Group and obtain some new cooperation opportunities in other provinces with further expansion of businesses in the existing cooperation provinces. The Group shall continue to enhance the research and development of technology and expect new products will generate income.

(iii) 加密芯片及所產生之集成業務

加密芯片及所產生之集成業務及相關技術服務於截至二零一三年三月三十一日止三個月產生之收益約為7,700,000港元(二零一二年：1,800,000港元)或佔總收益約6%(二零一二年：2%)。截至二零一三年三月三十一日止第一季度，該分部軟件銷售及提供技術解決方案之收益，由於市場需求減少及開發週期問題而受到嚴重影響。

(iv) 無線數字音頻產品業務

截至二零一三年三月三十一日止三個月，來自無線數字音頻產品業務及相關技術服務之收益約為7,100,000港元(二零一二年：29,600,000港元)或佔總收益約6%(二零一二年：37%)。於二零一三年第一季度，國內外需求一般。隨著過去數年本集團與國內外客戶合作之規模擴大，本集團之市場份額亦相應增加，為本集團日後之高額收益提供有效保障及利潤增長點。

(v) 地面無線數字電視網絡設備集成業務

截至二零一三年三月三十一日止三個月，來自買賣地面無線數字電視相關產品之收益約為46,300,000港元(二零一二年：400,000港元)或佔本集團之總收益約36%(二零一二年：1%)。

前景

本集團將繼續根據中國內地不同區域廣電用戶之特點，進行廣電基礎業務、廣電增值業務、廣電無線業務乃至衛星業務之全面運營。

本集團將利用春節旺季及投標集中期所帶來之商機，爭取更大的市場份額，創造最大的收益。本集團將鞏固、建設及妥善運營已經簽約之廣電用戶所使用之網絡，為完成本集團之總體發展目標奠定基礎及在其他省份獲得一些新的合作機會，並進一步擴展已合作省份之業務。本集團將繼續完善技術研發，期待新產品將產生收入。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2013, the interests and short positions of the Directors, the chief executive of the Company or their respective associates (as defined in the GEM Listing Rules) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange were as follows:

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及短倉

於二零一三年三月三十一日，本公司董事、主要行政人員或彼等各自之聯繫人(定義見創業板上市規則)於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及短倉(包括彼等根據證券及期貨條例有關條文被當作或視為擁有之權益及短倉)；或根據證券及期貨條例第352條須記錄於該條所述登記冊內之權益及短倉；或根據創業板上市規則有關董事進行證券交易之第5.46條至5.67條須知會本公司及聯交所之權益及短倉如下：

Name 名稱	Capacity 身份	Number of shares 股份數目	Approximate percentage of interests in the issued share capital 已發行股本中權益概約百分比
Mr. Xiao Yan 肖彥先生	Beneficial owner 實益擁有人	2,273,334	0.07%
Mr. Qiu Bin 仇斌先生	Beneficial owner 實益擁有人	2,408,000	0.08%

Save as disclosed above, at no time during the three months ended 31 March 2013 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

除上文所披露者外，本公司或其任何附屬公司於截至二零一三年三月三十一日止三個月內任何時間概無訂立任何安排，致使本公司董事及主要行政人員可藉收購本公司或其相聯法團之股份或債權證而獲得利益。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

主要股東於本公司之股份及相關股份之權益及短倉

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 March 2013, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital:

根據證券及期貨條例第336條存置之主要股東登記冊所載，於二零一三年三月三十一日，本公司已知悉下列持有本公司已發行股本5%或以上之主要股東權益及短倉：

Interests in the shares of the Company

於本公司股份之權益

Name of shareholder 股東名稱	Number or attributable number of shares or underlying shares held 持有之股份或相關股份數目或應佔數目	Type of interests 權益類別	Approximate percentage of interests 權益概約百分比
Choi Chung Lam (Note) 蔡忠林(附註)	623,542,451 (L)	Interest in controlled corporation 受控法團權益	19.43%
Team Effort Investments Limited (Note)(附註)	623,542,451 (L)	Beneficial owner 實益擁有人	19.43%

L: Long Position

L: 長倉

Note:

附註：

Mr. Choi Chung Lam is the legal and beneficial owner of the entire issued share capital of Team Effort Investments Limited. Hence, Mr. Choi Chung Lam is deemed to be interested in the shares held by Team Effort Investments Limited.

蔡忠林先生為Team Effort Investments Limited全部已發行股本之法定及實益擁有人。因此，蔡忠林先生被視為於Team Effort Investments Limited持有之股份中擁有權益。

Save as disclosed above, as at 31 March 2013, the Directors or chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company under Section 336 of the SFO.

除上文所披露者外，於二零一三年三月三十一日，本公司董事或主要行政人員概不知悉有任何其他人士(本公司董事或主要行政人員除外)於本公司之股份或相關股份中，擁有證券及期貨條例第336條所載之任何權益或短倉。

EMPLOYEE SHARE OPTION SCHEMES

員工購股權計劃

Details of the employee share option schemes (“Share Option Schemes”) of the Company were disclosed in the annual report of the Company for the six months ended 31 December 2012. The following shows the outstanding positions of the eligible persons as at 31 March 2012 with respect to their share options granted under the Share Option Schemes:

本公司員工購股權計劃(「購股權計劃」)之詳情於本公司截至二零一二年十二月三十一日止六個月之年報中披露。合資格人士根據購股權計劃獲授予之購股權於二零一二年三月三十一日之未行使情況如下：

Participants 參與者	Number of Shares (Note) 股份數目(附註)					As of 31 March 2013 截至 二零一三年 三月三十一日	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股 行使價 HK\$ 港元
	As of 1 January 2013 截至 二零一三年 一月一日	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled during the period 於期內註銷	Lapsed during the period 於期內失效				
Directors 董事									
Mr. Xiao Yan 肖彥先生	1,500,000	-	-	-	(1,500,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Li Tao 李濤先生	1,500,000	-	-	-	(1,500,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Xu Lei 徐雷先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Leung Wo Ping 梁和平先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Dong Shi 董石先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Hu Dingdong 胡定東先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Subtotal 小計	6,200,000	-	-	-	(6,200,000)	-			
Other participants 其他參與者									
	23,800,000	-	-	-	(23,800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
	3,000,000	-	-	-	-	3,000,000	29/02/2012	01/03/2013- 29/02/2016	0.84
Total 總計	33,000,000	-	-	-	(30,000,000)	3,000,000			

Note:

Number of shares in the Company over which options granted under the Share Option Schemes is exercisable.

附註：

根據購股權計劃授出而可予行使之購股權所涉及之本公司股份數目。

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or the controlling shareholders of the Company (as defined in the GEM Listing Rules) have any interest in a business, which competes or may compete with the business of the Group or had any other conflict of interests with the Group.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. As at the date of this report, the audit committee comprises three independent non-executive Directors, namely, Mr. Leung Wo Ping JP (Chairman), Mr. Dong Shi and Mr. Hu Dingdong.

The duties of the audit committee include reviewing the Group's annual reports and accounts, half-yearly reports and quarterly reports and providing advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Company, and to review the appointment of external auditors on an annual basis as well as to ensure independence of the continuing auditor.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its Code of Conduct for Securities Transactions by Directors throughout the three months ended 31 March 2013. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by Directors during the three months ended 31 March 2013.

董事於競爭業務之權益

本公司董事或控股股東(定義見創業板上市規則)概無於與本集團業務出現或可能出現競爭或與本集團有其他利益衝突之業務中擁有任何權益。

審核委員會

本公司已遵照創業板上市規則第5.28至5.29條成立具明文職權範圍之審核委員會。於本報告日期，審核委員會由三位獨立非執行董事組成，即梁和平先生，太平紳士(主席)、董石先生及胡定東先生。

審核委員會之職責包括審閱本集團年報及賬目、半年報告及季度報告，並就此向董事會提供建議及意見。審核委員會亦負責檢討及監督本公司之財務申報程序及內部控制制度，以及按年度基準檢討外聘核數師之委任及確保繼任核數師之獨立性。

董事進行證券交易守則

於截至二零一三年三月三十一日止三個月內，本公司已採納創業板上市規則第5.48至5.67條所規定之交易必守標準作為其董事進行證券交易守則。本公司經向全體董事作出具體查詢後，得悉截至二零一三年三月三十一日止三個月內，並無任何違反有關董事進行證券交易之交易必守標準之事宜。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2013.

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

Hong Kong, 14 May 2013

As at the date of this report, the Board comprises Mr. Xiao Yan (CEO), Mr. Li Tao and Mr. Qiu Bin 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 report 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.

購買、出售或贖回本公司之上市證券

截至二零一三年三月三十一日止三個月，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

承董事會命
恒芯中國控股有限公司
行政總裁
肖彥

香港，二零一三年五月十四日

於本報告日期，董事會由執行董事肖彥先生（行政總裁）、李濤先生及仇斌先生；非執行董事徐雷先生；獨立非執行董事梁和平先生、太平紳士、董石先生及胡定東先生組成。

本報告將由刊登日期起計最少一連七天載於創業板網站之「最新公司公告」一頁內及本公司網站www.hengxinchina.com.hk。



Heng Xin China Holdings Limited
恒芯中國控股有限公司

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