



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Anxin-China Holdings Limited

Date Submitted 03/08/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|-------------------------------------|------------------------|------------------|---------------------------------|
| (1) Stock code : | <u>1149</u> | Description : | <u>Ordinary Shares</u> |
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | <u>4,000,000,000</u> | <u>0.10</u> | <u>\$400,000,000.00</u> |
| Increase/(decrease) | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>4,000,000,000</u> | <u>0.10</u> | <u>\$400,000,000.00</u> |

| | | | |
|-------------------------------------|------------------------|----------------------------|---|
| (2) Stock code : | <u>N/A</u> | Description : | <u></u> |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u></u> | <u></u> | <u></u> |
| Increase/(decrease) | <u></u> | <u></u> | <u></u> |
| Balance at close of the month | <u></u> | <u></u> | <u></u> |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|-------------------------------|--|
| Stock code : | <u>N/A</u> | Description : | <u></u> |
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u></u> | <u></u> | <u></u> |
| Increase/(decrease) | <u></u> | | <u></u> |
| Balance at close of the month | <u></u> | <u></u> | <u></u> |

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|-------------------------------|--|
| Stock code : | <u>N/A</u> | Description : | <u></u> |
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u></u> | <u></u> | <u></u> |
| Increase/(decrease) | <u></u> | | <u></u> |
| Balance at close of the month | <u></u> | <u></u> | <u></u> |

Total authorised share capital at the end of the month (HK\$) : \$400,000,000.00

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 2,732,226,598 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 6,000,000 | N/A | N/A | N/A |
| Balance at close of the month | 2,738,226,598 | N/A | N/A | N/A |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share Option Scheme adopted on (03/11/2003) Exercise Price : HK\$2.25 per share ordinary shares (Note 1) | N/A | N/A | N/A | N/A | N/A | 37,000,000 |
| 2. Share Option Scheme Adopted on (03/11/2003) Exercise Price: HK\$1.50 per share ordinary shares (Note 1) | N/A | N/A | N/A | N/A | N/A | 139,820,000 |
| 3. N/A (/ /) shares (Note 1) | | | | | | |
| Total A. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (HK\$) | | | | | N/A | |

Warrants to Issue Shares of the Issuer which are to be Listed

| | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|---|----------------------------------|--|--|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | | |
| 1. Unlisted Warrant | | | | | | |
| | | 15,000,000 | 6,000,000 | 9,000,000 | | |
| | HKD | units | units | units | 6,000,000 | 9,000,000 |
| (27 / 10 / 2012) | | | | | | |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HKD1.22 per share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | Placing under General Mandate | | | | | |
| 2. N/A | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total B. | | | | | (Ordinary shares) | 6,000,000 |
| | | | | | (Preference shares) | N/A |
| | | | | | (Other class) | N/A |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| | | | | Total C. (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|--|---|
| 1. | The Company entered into the Acquisition Agreement between Ms. Fu Chun Man and Win Tech Enterprises Co Limited on 6 July 2012, which shall be satisfied by way of allotting and issuing up to 203,114,421 Consideration Shares at the Issue Price of HK\$1.477 Per Consideration Share. The Consideration Shares will be issued under the general Mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the general meeting of the Company held on 18 May 2012 | N/A | 203,114,421 |
| 2. | N/A | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| 3. | N/A | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | Total D. (Ordinary shares) | N/A | |
| | (Preference shares) | N/A | |
| | (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------|-------|--|--|---|
| 1. | Rights issue | At price : State currency | _____ | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>N/A</u> (/ /) (/ /) | _____ |
| 2. | Open offer | At price : State currency | _____ | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>N/A</u> (/ /) (/ /) | _____ |
| 3. | Placing | At price : State currency | _____ | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>N/A</u> (/ /) (/ /) | _____ |
| 4. | Bonus issue | | | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>N/A</u> (/ /) (/ /) | _____ |

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------|---|--|---|
| 5. | Scrip dividend | At price : State currency | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 6. | Repurchase of shares | | Class of shares repurchased (Note 1) <u>N/A</u> Cancellation date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /) | | |
| 7. | Redemption of shares | | Class of shares redeemed (Note 1) <u>N/A</u> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 8. | Consideration issue | At price : State currency | Class of shares issuable (Note 1) <u>Ordinary Shares</u> Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (03/06/2011) (Be allotted and issued under General Mandate) | <u>N/A</u> | <u>64,707,513</u> (Remark 1) |

For Main Board and GEM listed issuers

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------------|--|------------------------------------|---------|--|---|
| Type of Issue | | | | | |
| 9. Capital reorganisation | Class of shares issuable (Note 1) | | N/A | | |
| | Issue and allotment date : (dd/mm/yyyy) | | (/ /) | | |
| | EGM approval date: (dd/mm/yyyy) | | (/ /) | | |
| 10. Other (Please specify) | At price : | State currency | | | |
| | Class of shares issuable (Note 1) | | N/A | | |
| | Issue and allotment date : (dd/mm/yyyy) | | (/ /) | | |
| | | EGM approval date: (dd/mm/yyyy) | | (/ /) | |
| Total E. | | | | (Ordinary shares) | N/A |
| | | | | (Preference shares) | N/A |
| | | | | (Other class) | N/A |

| | | |
|--|-----|-----------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 6,000,000 |
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Remarks (if any):

(1) 64,707,513 Consideration Shares at the Issue Price of HK\$1.8035 have not yet been issued.

Submitted by: Tricor Standard Limited

Title: Hong Kong Branch Share Registrar
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*