



Anxin-China Holdings Limited

中國安芯控股有限公司

(Incorporated in the Caymans Islands with limited liability)

(Stock code: 1149)

Form of proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ Shares of HK\$0.10 each in the capital of
ANXIN-CHINA HOLDINGS LIMITED ("the Company"), HEREBY APPOINT³ _____ of

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 31 May 2013 at 11:00 a.m. for the purpose of considering the businesses as set out in the notice convening the said meeting (or any adjournment thereof) (the "Notice") and to vote for me/us in my/our name(s) in respect of the proposed resolutions in the manner as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2012.		
2.	To approve the recommended final dividend of HK3.6 cents per share for the year ended 31 December 2012.		
3.	(a) (i) To re-elect Mr. Yang Ma as an Executive Director.		
	(ii) To re-elect Mr. Xie Baitang as an Independent Non-executive Director.		
	(iii) To re-elect Mr. Wang Bo as an Executive Director.		
	(iv) To re-elect Mr. Adiv Baruch as a Non-executive Director.		
	(v) To re-elect Mr. Wang, John Peter Ben as a Non-executive Director.		
	(b) To authorise the board of the Director (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint BDO Limited as the Company's auditor and to authorize the Board to fix their remuneration.		
5.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
6.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
7.	Conditional on the passing of resolutions nos. 5 and 6, to extend the general mandate granted by resolution no. 5 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 6.		
8.	To increase the authorised share capital of the Company from HK\$400,000,000 divided into 4,000,000,000 ordinary shares of HK\$0.10 each (the "Shares") to HK\$800,000,000 divided into 8,000,000,000 Shares by creation of 4,000,000,000 unissued Shares.		
SPECIAL RESOLUTIONS			
9.	To approve the amendments of the memorandum of association of the Company in the manner as proposed in the notice of the annual general meeting ("Notice of the Meeting").		
10.	To approve the amendments of the articles of association of the Company in the manner as proposed in the Notice of the Meeting.		
11.	To approve the adoption of a new set of memorandum and articles of association of the Company, which consolidates all of the proposed amendments set out in the Notice of the Meeting and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings, as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.		

Dated this _____ day of _____, 2013

Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.