
IMPORTANT

If you are in doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Anxin-China Holdings Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Anxin-China Holdings Limited **中國安芯控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1149)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL, PROPOSED AMENDMENTS TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION, PROPOSED ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of the Company is set out on pages 4 to 10 of this circular.

A notice convening the annual general meeting 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., at which, among other things, the above proposals will be considered. The full text of the notice is set out on pages 20 to 37 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

22 April 2013

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DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 31 May 2013 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM on pages 20 to 37 of this circular
“Articles”	the articles of association of the Company as amended from time to time, and “Article” shall mean any article thereof
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands
“Company”	Anxin-China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	the mandate to extend the limit under the Issue Mandate by the amount of Shares repurchased by the Company under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$400,000,000 (divided into 4,000,000,000 Shares) to HK\$800,000,000 (divided into 8,000,000,000 Shares) by the creation of an additional 4,000,000,000 Shares

DEFINITIONS

“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving such mandate
“Latest Practicable Date”	15 April 2013, being the latest practicable date for the purpose of ascertaining certain information herein contained prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A”	the memorandum and articles of association of the Company currently in force
“New M&A”	the amended and restated memorandum and articles of association proposed to be adopted by the Company at the AGM
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shenzhen Anxin”	深圳市安芯數字發展有限公司 (Shenzhen Anxin Digital Development Co., Limited), an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, being the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



Anxin-China Holdings Limited

中國安芯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1149)

Executive Directors:

Mr. Liu Zhongkui *(Chairman and Chief Executive Officer)*

Mr. Wang Bo *(Vice-Chairman)*

Mr. Lin Supeng

Mr. Yang Ma

Registered office:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-Executive Directors:

Mr. Adiv Baruch

Mr. Wang, John Peter Ben

Principal office in Hong Kong:

Units 2001-2005

20th Floor

Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

Independent Non-Executive Directors:

Mr. Xie Baitang

Mr. Cheung Chuen

Mr. Chen Feng

22 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL,
PROPOSED AMENDMENTS TO MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION,
PROPOSED ADOPTION OF NEW MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among other matters, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; (iv) the re-election of retiring Directors; (v) the Increase in Authorised Share Capital; (vi) the proposed amendments to the M&A; and (vii) the adoption of the New M&A. In compliance with the Listing

LETTER FROM THE BOARD

Rules, this circular contains an explanatory statement which provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate and other relevant information.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18 May 2012, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors and the existing Issue Mandate will expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with additional Shares with an aggregate nominal value not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the passing of such resolution.

On the basis of a total of 2,869,919,808 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the AGM, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 573,983,961 Shares. The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 18 May 2012, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors and the existing Repurchase Mandate will expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of such resolution. The fresh Repurchase Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Details concerning the proposed Repurchase Mandate are contained in Appendix I of this circular.

LETTER FROM THE BOARD

4. GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 95 of the Articles, Mr. Wang Bo, Mr. Adiv Baruch and Mr. Wang, John Peter Ben will retire, and being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 112 of the Articles, Mr. Yang Ma and Mr. Xie Baitang will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Mr. Xie Baitang, being independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Xie Baitang is independent in accordance with the independence guidelines. Also, in view of his integrity, extensive knowledge and experience, the Company recommends Mr. Xie Baitang to be re-elected.

Details of the abovementioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$400,000,000 divided into 4,000,000,000 Shares. As at the Latest Practicable Date, 2,869,919,808 Shares were in issue and there were outstanding share options carrying rights to subscribe for an aggregate of 155,684,000 Shares. In order to provide the Company with a greater flexibility to raise funds by allotting and issuing Shares for future development, as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$800,000,000 divided into 8,000,000,000 Shares by the creation of an additional 4,000,000,000 Shares, which will rank pari passu with all existing Shares.

The Directors have no present intention to issue any part of the increased authorised share capital of the Company.

The proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the AGM.

LETTER FROM THE BOARD

7. PROPOSED AMENDMENTS TO THE M&A

The Board proposes to make certain amendments to the M&A in order to bring the M&A up to date and in line with the revised requirements of the Listing Rules with some of the amendments to the Listing Rules coming into effect on 1 January 2012 and some on 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolutions for the amendments to the M&A so as to bring the constitution of the Company in line with the revised requirements of the Listing Rules and to incorporate other housekeeping amendments. The major proposed amendments are as follows:

1. to allow the chairman of a general meeting, acting in good faith and in compliance with the Listing Rules, to allow resolutions to be voted on by the Shareholders on a show of hands;
2. to remove the 5 per cent. interest exemption for voting by a Director on a board resolution in which he has an interest;
3. to require physical Board meetings in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
4. Shareholders' approval at a general meeting shall be required for any proposal to remove an auditor before expiration of the term of his office;
5. the Company shall have the power to effect paperless transfer of Shares which are listed on the Stock Exchange to the extent as permitted under the Listing Rules;
6. the minimum notice period for book closure and suspension of registration of transfer of Shares in respect of rights issues shall be shortened to reflect the Listing Rules; and the Company may also fix in advance the record date for determining entitlement of Shareholders to notice of, and voting at, any general meeting, and to payment of dividend without book closure;
7. the application of section 19 of the Electronic Transactions Law of the Cayman Islands is excluded so that the Company can take advantage of the delivery by electronic means as allowed under the Listing Rules to the fullest extent;

LETTER FROM THE BOARD

8. the Company shall have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands as allowed under the Cayman Companies Law; and
9. the Company shall have the power to merge or consolidate with other companies in accordance with the statutory merger and consolidation regime under the Cayman Companies Law.

Details of the amendments to the M&A are set out in the notice of the AGM.

The legal advisers to the Company as to Hong Kong laws and laws of the Cayman Islands have respectively confirmed that the proposed amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

Shareholders are advised that the M&A are available only in English and the Chinese translation of the amendments to the M&A provided in the notice of the AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

8. PROPOSED ADOPTION OF NEW M&A

The Board would like the Company to adopt the New M&A incorporating all previous amendments and the amendments to be proposed at the AGM, in substitution of the M&A, instead of amending the M&A on a piece meal basis, which may lead to confusion and complication in the future.

Pursuant to the Articles, the proposed adoption of the New M&A shall be subject to the approval of the Shareholders by way of a special resolution at the AGM.

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9. FINAL DIVIDEND

As stated in the announcement issued by the Company dated 18 March 2013 relating to the annual results of the Group for the year ended 31 December 2012, the Board recommended the payment of a final dividend of HK3.6 cents per Share for the year ended 31 December 2012 (“Final Dividend”) to the Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Thursday, 6 June 2013, the record date for determining entitlements of the Shareholders to the proposed Final Dividend. The proposed Final Dividend is subject to approval by the Shareholders at the AGM and a resolution will be proposed to the Shareholders for voting at the AGM. If the resolution for the proposed Final Dividend is passed at the AGM, the proposed Final Dividend will be payable on or about Wednesday, 17 July 2013.

In order to qualify for the proposed Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2013.

10. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 20 to 37 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the Increase in Authorised Share Capital, the proposed amendments to the M&A, and the adoption of the New M&A.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.anxin-china.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM or any adjournment thereof if so wished.

11. VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with Rule 13.39(4) of the Listing Rules. The chairman would explain the detailed procedures for conducting a poll at the commencement of the AGM.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.anxin-china.com.hk).

12. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the Increase in Authorised Share Capital and the amendments to the M&A as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the AGM in respect of the resolutions relating to the Increase in Authorised Share Capital and the amendments to the M&A.

13. RECOMMENDATION AND DOCUMENTS FOR INSPECTION

The Board considers that the resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

Copies of the M&A and the proposed New M&A are available for inspection at the principal office of the Company in Hong Kong at Units 2001-2005, 20th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong during normal business hours (from 9:30 a.m. to 5:00 p.m.) on any business day (excluding Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the AGM.

Yours faithfully,
For and on behalf of the Board of
Anxin-China Holdings Limited
Liu Zhongkui
Chairman and Chief Executive Officer

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate proposed at the AGM.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company was HK\$286,991,980 comprising 2,869,919,808 Shares.

Exercise in full of the Repurchase Mandate, on the basis of 2,869,919,808 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the AGM, could accordingly result in up to 286,991,980 Shares being repurchased by the Company during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands, or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. GENERAL

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statement of the Company for the year ended 31 December 2012 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate.

4. FUNDING OF REPURCHASE

Any repurchase of Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the purchase, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of the profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any of its connected person (as defined in the Listing Rules) that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I**EXPLANATORY STATEMENT ON
THE REPURCHASE MANDATE**

As at the Latest Practicable Date and insofar as the Directors are aware, the following Shareholder(s) had beneficial interests representing 5% or more of the issued share capital of the Company which are discloseable under Part XV of the SFO:–

Name of Shareholder	Capacity/Nature of Interest	Number of Shares		Approximate % of existing Shareholding	Approximate % Shareholding after the exercise in full of the Repurchase Mandate
		Long Position	Short Position		
Chen Hong (<i>Note 1</i>)	Beneficial interest and interest in controlled corporation	567,692,000	–	19.78	21.98
Elite Achieve Limited (<i>Note 2</i>)	Beneficial interest	232,484,000	–	8.10	9.00
Jin Yong Investments Limited (<i>Note 3</i>)	Beneficial interest	232,616,000	–	8.11	9.01

Notes:

1. Mr. Chen Hong holds 553,688,000 Shares in which 232,484,000 and 232,616,000 Shares are held through Elite Achieve Limited and Jin Yong Investments Limited respectively. Both companies are wholly-owned by Mr. Chen Hong.
2. The entire issued share capital of Elite Achieve Limited is legally and beneficially owned by Mr. Chen Hong. Therefore, Mr. Chen Hong is deemed to be interested in 232,484,000 Shares held by Elite Achieve Limited under the SFO.
3. The entire share capital of Jin Yong Investments Limited is legally and beneficiary owned by Mr. Chen Hong. Therefore, Mr. Chen Hong is deemed to be interested in the 232,616,000 Shares held by Jin Yong Investments Limited under the SFO.
4. For the purpose of this section, the shareholding percentage in the Company is calculated on the basis of 2,869,919,808 Shares in issue as at the Latest Practicable Date.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

During each of the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

9. SHARE PRICES

During the current month and each of the previous twelve months before the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

Months	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
March	1.89	1.54
April	1.71	1.43
May	1.68	1.28
June	1.58	1.39
July	1.58	1.41
August	1.74	1.40
September	1.67	1.52
October	1.75	1.54
November	1.77	1.55
December	1.94	1.51
2013		
January	2.02	1.79
February	2.04	1.73
March	1.79	1.52
April (up to the Latest Practicable Date)	1.72	1.56

The followings are the details of Mr. Wang Bo, Mr. Adiv Baruch and Mr. Wang, John Peter Ben, who will retire, and being eligible, offer themselves for re-election at the AGM pursuant to article 95 of the Articles.

Mr. Wang Bo (王波), aged 41, was appointed as an executive Director on 15 June 2012 and the vice-chairman of the Group on 6 July 2012. Mr. Wang graduated from Tsinghua University (清華大學) with EMBA in 2011. Mr. Wang is studying in Advanced Seminar in Financial Investment of the Graduate School at Shenzhen, Tsinghua University (清華大學深圳研究生院金融投資高級研修班). From 1993 to 2003, Mr. Wang held several senior positions from Technician to Manager in several well known companies, which brought him rich experience in the design, development, production and distribution of security and protection products. Mr. Wang is currently a general manager of Shenzhen Hawell Advanced Technology Co., Ltd (深圳豪威未來科技有限公司) since 2003. Mr. Wang was appointed as Vice President of Shenzhen Safety & Defence Industry Association (深圳市安全防範行業協會副會長) in 2008, and awarded as the Top Ten Elite of Corporate Culture Building (十大企業文化建設傑出人物) by the Security and Protection Market Journal (安防市場報) in 2011.

Mr. Wang has entered into a service contract with the Company and he has been appointed for a term of one year and is subject to the retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wang is entitled to an annual director's emolument of HK\$323,400, which is covered by the service contract, for his service as an executive Director and the vice-chairman of the Company. The remuneration package of Mr. Wang has been determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Wang does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Wang did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Wang does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the proposed re-election of Mr. Wang as an executive Director.

Mr. Adiv Baruch, aged 51, was appointed as a non-executive Director on 17 September 2012. Mr. Baruch has a B.Sc. in Information Systems and Industrial Engineering from the Technion – Israel Institute of Technology. Mr. Baruch is acting as the managing partner of SBA capital since inception. Mr. Baruch serves as a director in several public and private companies, including Bank of Jerusalem and Tapuz, an Israeli online community and mobile portal, and as Chairman of Pilat Group Ltd, a leading HR software solutions company, all of which are public traded companies listed on the Tel Aviv Stock Exchange, and the Chairman of Win Global Markets, publicly traded in the US (OTC). He has also served as founder and executive or director for several information technology companies and Internet start-ups. Mr. Baruch has also served as a director of Maayan ventures, a leading Technology Incubation platform. Since 2007 until November 2011, he has acted as a venture partner with Infinity I-China equity investment company that has contributing him an extensive experience and knowledge working in China. He is expertise in the Telecom and High-tech industry. He is well respected in the Israeli High-tech market as well as the international markets with his strategic capabilities and marketing vision. Mr. Baruch is actively involved as the Chairman of the Hi-Tech and Telecom Division at the Israel Export and International Cooperation Institute (“IEICI”), and he is a board member and an audit committee member of the IEICI. Mr. Baruch has lead global strategies to many companies in the technology related sector and has executed many successful mergers and acquisitions.

Mr. Baruch has not entered into any service contract with the Company but he has been appointed for a term of one year and is subject to the retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Baruch is entitled to a fixed remuneration of HK\$30,000 per annum, which has been determined by the Board with reference to his duties and responsibilities for acting as a non-executive Director and the prevailing market situation. Such emolument is covered in his letter of appointment with the Company.

Save as disclosed above, Mr. Baruch does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Baruch did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Baruch does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the proposed re-election of Mr. Baruch as a non-executive Director.

Mr. Wang, John Peter Ben (王志浩), aged 53, was appointed as a non-executive Director on 17 September 2012. Mr. Wang is currently Chairman and executive director of Summit Ascent Holdings Limited, and holds non-executive directorships in Melco Crown Entertainment Limited and China Precious Metal Resources Holdings Co Ltd, all of which are companies listed on the Main Board of the Stock Exchange. He is also a non-executive director of MelcoLot Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. He was a non-executive director of Carnival Group International Holdings Limited (formerly known as Oriental Ginza Holdings Limited), which is listed on the Main Board of the Stock Exchange, until 1 March 2012. Between 2005 and 2009, Mr. Wang was the chief financial officer of Melco International Development Limited, a company listed on the Main Board of the Stock Exchange. Mr. Wang has over 20 years of experience in the financial and investment banking industry and had previously worked for Deutsche Bank (HK), CLSA (HK), Bear Stearns Asia Limited (HK), Barclays (Singapore), S.G. Warburgs & Co. (London), Salomon Brothers (London), the London Stock Exchange, and Deloitte Haskins & Sells (London). Mr. Wang qualified as a chartered accountant with the Institute of Chartered Accountants of England and Wales in 1985.

Mr. Wang has not entered into any service contract with the Company but he has been appointed for a term of one year and is subject to the retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wang is entitled to a fixed remuneration of HK\$30,000 per annum, which has been determined by the Board with reference to his duties and responsibilities for acting as a non-executive Director and the prevailing market situation. Such emolument is covered in his letter of appointment with the Company.

Save as disclosed above, Mr. Wang does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Wang did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Wang does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the proposed re-election of Mr. Wang as a non-executive Director.

APPENDIX II

DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The followings are the details of Mr. Yang Ma and Mr. Xie Baitang, who will retire by rotation, and being eligible, offer themselves for re-election at the AGM pursuant to article 112 of the Articles.

Mr. Yang Ma (楊馬), aged 35, was appointed as an executive Director on 2 June 2010. Mr. Yang is currently the vice president of the market engineering department of the Group and is responsible for the maintenance of the developed markets and project management. Mr. Yang graduated from Huaiyin Institute of Technology (淮陰工學院) in 2000. Mr. Yang once worked in a cement plant in Hongze Prefecture of Jiangsu Province (江蘇省洪澤縣水泥廠) and had very extensive experience in project development and market maintenance. He joined the Group in 2003 and became the Director of the Group in June 2010. Save as disclosed above, Mr. Yang does not hold any other position in the Company or any of its subsidiaries as at the Latest Practicable Date.

Mr. Yang has entered into a service contract with the Company. He is entitled to receive an annual director's emolument of HK\$229,216, which is covered by the service contract and is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Yang was appointed for a term of two years and shall be subject to retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, Mr. Yang is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Yang did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Yang does not have any interests or deemed interests in any shares or underlying shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the proposed re-election of Mr. Yang as an executive Director.

Mr. Xie Baitang (謝柏堂), aged 61, was appointed as an independent non-executive Director on 3 June 2011. Mr. Xie is also the chairman and member of remuneration committee and member of audit committee, nomination committee and corporate governance committee of the Company. Mr. Xie completed his study of 自動控制專業 (Specialty in Automatic Control) in Nanjing Aeronautical Institute 中華人民共和國南京航空學院 (currently known as Nanjing University of Aeronautics and Astronautics 南京航空航天大學), the People's Republic of China, in 1975 and is a senior economist (research fellow level). He started his career in the aeronautics and astronautics industry in 1975 and served various positions, including Head of Asset Operations, Deputy Head and Secretary General of Supervisory Committee of China Aerospace Science and Industry Corporation (中國航天科工集團公司). Since December 2001, Mr. Xie has been serving as a director of Guizhou Space Appliance Company Limited (貴州航天電器股份有限公司), a company listed on the Shenzhen Stock Exchange, and was also the chairman of Guizhou Space Appliance Company Limited from December 2001 to April 2004. Since December 2006, he has been serving as a director of Aerospace Communications Holdings Company Limited (航天通信控股集團股份有限公司), a company listed on the Shanghai Stock Exchange. From February 2007 to January 2009, Mr. Xie served as the chairman of Aerospace Hi-Tech Holding Group Company Limited (航天科技控股集團股份有限公司), a company listed on the Shenzhen Stock Exchange.

Mr. Xie has not entered into any service contract with the Company but he has been appointed for a term of two years and is subject to the retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Xie is entitled to a fixed remuneration of HK\$30,000 per annum, which has been determined by the Board with reference to his duties and responsibilities for acting as an independent non-executive Director and the prevailing market situation. Such emolument is covered in his letter of appointment with the Company.

Save as disclosed above, Mr. Xie does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Xie did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Save as disclosed above, Mr. Xie does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the proposed re-election of Mr. Xie as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING



Anxin-China Holdings Limited

中國安芯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1149)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Anxin-China Holdings Limited (the “Company”) will 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 following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2012;
2. to declare a final dividend of HK3.6 cents per share from allocation of share premium for the year ended 31 December 2012;
3. (a) to re-elect the following retiring directors:
 - (1) Mr. Yang Ma as an executive director;
 - (2) Mr. Xie Baitang as an independent non-executive director;
 - (3) Mr. Wang Bo as an executive director;
 - (4) Mr. Adiv Baruch as a non-executive director;
 - (5) Mr. Wang, John Peter Ben as a non-executive director; and

(b) to authorise the board of directors to fix the director’s remuneration;
4. to re-appoint BDO Limited as the Company’s auditors and to authorise the board of directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

As special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions, with or without amendments:

ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“Shares”) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of the subscription rights or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares, or (iii) the exercise of rights granted pursuant to any option scheme of the Company or of any of its subsidiaries for the grant or issue of Shares or options to subscribe for or rights to acquire Shares, or (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend or distribution in accordance with the memorandum and articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an offer of warrants, options or other securities giving right to subscribe for shares, open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements, if any, as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of the passing of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon Ordinary Resolution nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Ordinary Resolution no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the authority granted under Ordinary Resolution no. 5 above.”

8. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$400,000,000 divided into 4,000,000,000 ordinary shares of HK\$0.10 each (“Shares”) to HK\$800,000,000 divided into 8,000,000,000 Shares, by the creation of an additional 4,000,000,000 new unissued Shares each ranking pari passu in all respects with the existing Shares (“Increase in the Authorised Share Capital”); and
- (b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to sign, execute, perfect and deliver all such documents, instruments and agreements and to do all such nets or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for the completion of the Increase in the Authorised Share Capital.”

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as special resolutions with or without modifications:

SPECIAL RESOLUTIONS

9. **“THAT** the memorandum of association of the Company (the “Memorandum of Association”) be amended in the following manner:

- (a) by deleting the phrase “the Companies Law (2002 Revision)” and substituting therefor with the phrase “the Companies Law (2012 Revision)” in the heading on page 1 of the Memorandum of Association and in paragraphs 4, 6 and 7 of the Memorandum of Association.
- (b) by deleting the words “Section 193” in paragraph 7 of the Memorandum of Association and substituting therefor the words “Section 174”.
- (c) by deleting the existing Clause 2 in its entirety and replacing it by the following:

2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place in the Cayman Islands as the Board may from time to time decide.”

10. **“THAT** the articles of association of the Company (“Articles”) be amended in the following manners:

(A) Article 2

- (a) by deleting the phrase “the Companies Law (2007 Revision) Cap. 22” and substituting therefor with the phrase “the Companies Law (2012 Revision)” in the heading on page 1 of the Articles of Association and in the definition of “Companies Law/the Law” under Article 2;
- (b) by deleting the words “the present” from the definition of “these Articles” in the Article and replacing by the words “these”;
- (c) by deleting the words “section 8” from the definition of “the Electronic Transactions Law” in the Article and replacing by the words “sections 8 and 19(3)”;

NOTICE OF ANNUAL GENERAL MEETING

- (d) by inserting the following new definitions in Article 2 in alphabetical order:

“rights issue	“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;”
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- (e) by inserting the words “, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules” immediately after the words “such terms in the Companies Ordinance” in the definition of “subsidiary and holding company” in Article 2;

- (f) by deleting the existing definitions of “the Company” and “recognised clearing house” under Article 2 in its entirety and replacing it by the following:

“the Company	“the Company” or “this Company” shall mean Anxin-China Holdings Limited 中國安芯控股有限公司;
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“recognized clearing house	“recognised clearing house” shall have the meaning ascribed to it in Part 1 of schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
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- (g) by deleting the words “and includes stock except where a distinction between stock and shares is expressed or implied” from the definition of “share” in the Article;

(B) Article 7

- (h) by inserting the words “or the Listing Rules” immediately after the words “not prohibited by any law” in the first sentence of Article 7 and deleting the words “all or” immediately after the words “or otherwise acquire” in the first sentence of Article 7;

NOTICE OF ANNUAL GENERAL MEETING

- (i) by adding the following new Article 7A immediately after the existing Article 7:

“7A. The Board may accept the surrender for no consideration of any fully paid share.”

(C) Article 10

- (j) by inserting “, if any,” immediately after the words “the Board shall specify the certificate(s) thereof” in the existing Article 10(b);

(D) Article 14

- (k) by adding the following new Article 14(e) immediately after the existing Article 14(d):

“(e) For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

(E) Article 15

- (l) by deleting the existing Article 15(c) in its entirety and replacing it by the following:

“(c) The register may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed

NOTICE OF ANNUAL GENERAL MEETING

for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article."

- (m) by deleting the existing Article 15(d) in its entirety and replacing it by the following:

"(d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company."

- (n) by adding the following new Article 15(e) immediately after the existing Article 15(d):

"(e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose."

NOTICE OF ANNUAL GENERAL MEETING

(F) Article 16

- (o) by deleting the words “the relevant time limit as prescribed in the Law” in first sentence of the existing Article 16 and substituting therefor the words “any relevant time limit prescribed in the Law”.

(G) Article 38

- (p) by adding the following new Article 38A immediately after the existing Article 38:

“38A. Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

(H) Article 44

- (q) by deleting the existing Article 44 in its entirety and replacing it by the following:

“44. The registration of transfers may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.”

NOTICE OF ANNUAL GENERAL MEETING

(I) Article 76

- (r) by deleting the existing Article 76 in its entirety and replacing it by the following:

“76. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

and the margin note to the existing Article 76 shall be changed from “Resolution shall be decided on a Poll” to “Vote”.

(J) Article 78

- (s) by adding the following new Article 78A immediately after the existing Article 78:

“78A. Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

(K) Article 79

- (t) by deleting the following existing Article 79 in its entirety and replacing it by the following:

“79. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.”

NOTICE OF ANNUAL GENERAL MEETING

(L) Article 81

- (u) by deleting the existing Article 81 in its entirety and replacing it by the following:

“81. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.”

(M) Article 92

- (v) by deleting the existing Article 92(b) in its entirety and replacing it by the following:

“(b) If a recognised clearing house (or its nominee(s)) is a member it may, authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominees) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

NOTICE OF ANNUAL GENERAL MEETING

(N) Article 103

- (w) by deleting the existing Article 103(c) in its entirety and replacing it by the following:

**“Director may
not vote
where he has
a material
interest**

- (c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

**Director may
vote in respect
of certain
matters**

- (i) the giving of any securities or indemnity either:
- (aa) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

NOTICE OF ANNUAL GENERAL MEETING

(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

(aa) the adoption, modification or operation of any employees' shares scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or

(bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any contract or arrangement in which the Director of his associate(s) is/are interest in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

(O) Article 112

- (x) by deleting the existing Article 112 in its entirety and replacing it by the following:

**“Rotation and
retirement of
Directors**

- 112. Notwithstanding any other provisions in these Articles and subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, at each annual general meeting, one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting, provided always that any Director appointed pursuant to Article 115 or Article 118(a) shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. A retiring director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

NOTICE OF ANNUAL GENERAL MEETING

(P) Article 115

- (y) by deleting the existing Article 115 in its entirety and replacing it by the following:

**“Power of
general meeting
to increase
or reduce the
number of
Directors**

115. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. The Company may from time to time in general meeting by ordinary resolution elect any person as Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

(Q) Article 119

- (z) by inserting the words “or videoconferencing” immediately after the words “by means of a telephone or tele-conferencing” in the last sixth line of the Article 119;
- (aa) by inserting the words “or electronic means” immediately after the words “or any other telecommunications facility” in the last fifth line of the Article 119.

(R) Article 120

- (bb) by deleting the words “provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong” in the last sentence of the Article 120.

NOTICE OF ANNUAL GENERAL MEETING

(S) Article 129

(cc) by deleting Article 129 in its entirety and replacing it by the following:

“129. Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 96(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines to be material.”

(T) Article 161

(dd) by adding the following sentence immediately after the first sentence of the Article 161:

“The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.”

and the existing marginal note to the existing Article 161 shall be deleted in its entirety and replaced by the following:

“Appointment, removal and remuneration of Auditors”

NOTICE OF ANNUAL GENERAL MEETING

(U) **Articles 178 and 179**

(ee) by adding the following new Articles 178 and 179 immediately after Article 177:

“Transfer by Way of Continuation

178. The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

“Mergers and Consolidations

179. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Law), upon such terms as the Directors may determine.”

11. **“THAT** conditional upon resolution numbers 9 and 10 being passed, the new amended and restated Memorandum and Articles of Association of the Company, consolidating all the proposed amendments referred to in resolution numbers 9 and 10, minor housekeeping amendments with reference to the Companies Law (2012 Revision) (Cap. 22) of the Cayman Islands, and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for identification purposes, be and are hereby approved and adopted with immediate effect in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.”

Yours faithfully,
For and on behalf of the Board of
Anxin-China Holdings Limited
Liu Zhongkui
Chairman and Chief Executive Officer

Hong Kong, 22 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Principal office in Hong Kong:

Units 2001-2005
20th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Registered Office:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Note:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
2. Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting or any adjournment.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
4. The register of members of the Company will be closed from Thursday, 30 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 May 2013.
5. For determining the entitlement to the proposed final dividend payable to shareholders of the Company whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Thursday, 6 June 2013, being the record date for determination of entitlement to the final dividend, the Company's register of members will be closed on Thursday, 6 June 2013. On 6 June 2013, no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2013. The expected date of payment of the final dividend is Wednesday, 17 July 2013.
6. As at the date of this notice, the board of directors comprises Mr. Liu Zhongkui, Mr. Wang Bo, Mr. Yang Ma and Mr. Lin Supeng, all being the executive directors; Mr. Adiv Baruch and Mr. Wang, John Peter Ben, all being the non-executive directors; and Mr. Xie Baitang, Mr. Chen Feng and Mr. Cheung Chuen, all being the independent non-executive directors.