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## IMPORTANT

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**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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### **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)**

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS ELECTION OF NEW DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the board of directors of the Company is set out on pages 4 to 7 of this circular.

A notice convening the annual general meeting of the Company to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 3 June 2011 at 10:00 a.m., at which, among other things, the above proposals will be considered. The full text of the notice is set out on pages 17 to 21 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.

29 April 2011

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## DEFINITIONS

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*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 Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 3 June 2011 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company
“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
“Convertible Notes”	the two tranches of non-listed convertible notes in the principal amount of HK\$889.85 million and HK\$290 million respectively issued by the Company on 22 October 2009 with maturity date of 22 October 2014 at the initial conversion price of HK\$0.65
“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
“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

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## DEFINITIONS

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“Jiangsu Hongxin”	Jiangsu Hongxin Intelligence Technology Co., Ltd. (江蘇省洪芯智能技術有限公司), a wholly-owned subsidiary of Shenzhen Anxin
“Latest Practicable Date”	19 April 2011, 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
“Memorandum”	the memorandum of association of the Company
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers

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## DEFINITIONS

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“Warrant(s)”	100,000,000 unlisted warrant(s) issued by the Company at HK\$0.01 per warrant, each entitles the holder thereof to subscribe for one new share (subject to adjustment) at any time during a period of two years commencing from the date of issue of warrants on 28 October 2010
“HK\$”	Hong Kong dollars, being the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### **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)**

*Executive Directors:*

Mr. ZHONG Houtai (*Chairman*)

Mr. ZHONG Houyao

Mr. YANG Ma

Mr. LIN Supeng

*Independent Non-executive Directors:*

Mr. PEI Renjiu

Mr. LI Kai Ming

Mr. CHEUNG Chuen

*Registered Office:*

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal Office in Hong Kong:*

Unit 1903

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

29 April 2011

*To the Shareholders and, for information only,  
holders of the Convertible Notes and/or the Warrants*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
ELECTION OF NEW DIRECTORS  
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; and (v) the election of new Directors. In compliance with the Listing 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.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 2 June 2010, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors, which is due to 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 2,269,845,151 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 453,969,030 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 of Association; 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 2 June 2010, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors, which is due to 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 of Association; 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.

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## LETTER FROM THE BOARD

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### **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 112 of the Articles of Association, Mr. Zhong Houtai, Mr. Pei Renjiu and Mr. Li Kai Ming will retire by rotation. Mr. Zhong Houtai and Mr. Pei Renjiu, being eligible, will offer themselves for re-election at the AGM, whereas Mr. Li Kai Ming will not offer himself for re-election due to retirement. Mr. Li has confirmed that he has no disagreements with the Board, and there is no matter that needs to be brought to the attention of the Shareholders in relation to his retirement.

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

### **6. ELECTION OF NEW DIRECTORS**

Pursuant to article 113 of the Articles of Association, the Board proposes that Mr. Xie Baitang be elected at the AGM as an independent non-executive Director to fill the vacated office arising from the retirement of Mr. Li Kai Ming.

Pursuant to article 115 of the Articles of Association, Mr. Liu Zhongkui is proposed to be elected as an executive Director as an addition to the existing Directors.

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



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## LETTER FROM THE BOARD

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### 7. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the election of new Directors.

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](http://www.hkexnews.hk)) and the website of the Company ([www.anxin-china.com.hk](http://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.

### 8. 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.

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](http://www.hkexnews.hk)) and of the Company ([www.anxin-china.com.hk](http://www.anxin-china.com.hk)).

### 9. RECOMMENDATION

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.

Yours faithfully,  
For and on behalf of the Board of  
**Anxin-China Holdings Limited**  
**Zhong Houtai**  
*Chairman*

*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\$226,984,515 comprising 2,269,845,151 Shares.

Exercise in full of the Repurchase Mandate, on the basis of 2,269,845,151 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 226,984,515 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 of Association 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 2010 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 of Association 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 of Association 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 of Association 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		
Talent Eagle Holdings Limited (Note 1)	Beneficial interest	76,000,000	–	3.35	3.72
Golden Bright Holdings Limited (Note 1)	Beneficial interest and interest in controlled corporation	131,000,000	–	5.77	6.41
Elite Achieve Limited (Note 2)	Beneficial interest	211,720,000	–	9.41	10.36
Top Service Holdings Limited (Note 3)	Beneficial interest	148,480,000	–	6.54	7.27
Jin Yong Investments Limited (Note 4)	Beneficial interest	210,000,000	–	9.25	10.28

Notes:

1. The entire share capital of Talent Eagle Holdings Limited is legally and beneficiary owned by Golden Bright Holdings Limited and the entire share capital of Golden Bright Holdings Limited is legally and beneficiary owned by Mr. Yang Kezhi. Therefore, Mr. Yang Kezhi is deemed to be interested in the 131,000,000 Shares held by Golden Bright Holdings Limited and Talent Eagle Holdings Limited under the SFO. As at the Latest Practicable Date, Talents Eagle Holdings Limited is also beneficially interested in Convertible Notes which, when fully exercised, would be convertible into 307,692,307 Shares at the initial conversion price of HK\$0.65.
2. The entire issued share capital of Elite Achieve Limited is legally and beneficially owned by Mr. Zhong Houtai, an Executive Director. Therefore, Mr. Zhong Houtai is deemed to be interested in 211,720,000 Shares held by Elite Achieve Limited under the SFO.

3. The entire share capital of Top Service Holdings Limited is legally and beneficiary owned by Ms. Wang Huiru. Therefore, Ms. Wang Huiru is deemed to be interested in the 148,480,000 Shares held by Top Service Holdings Limited under the SFO.
4. 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 210,000,000 Shares held by Jin Yong Investments Limited under the SFO.
5. For the purpose of this section, the shareholding percentage in the Company is calculated on the basis of 2,269,845,151 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 the six months preceding the Latest Practicable Date, no Shares have been repurchased, on the Stock Exchange or otherwise, 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
<b>2010</b>		
March	1.07	0.56
April	1.32	0.71
May	0.91	0.64
June	0.91	0.68
July	1.15	0.67
August	1.42	1.02
September	1.35	1.09
October	1.77	1.14
November	2.04	1.61
December	2.97	1.98
<b>2011</b>		
January	3.20	2.38
February	2.78	1.88
March	2.42	1.86
April (up to the Latest Practicable Date)	2.37	2.08

*The following are the details of Mr. Zhong Houtai and Mr. Pei Renjiu, who retire by rotation, and being eligible, will offer themselves for re-election at the AGM pursuant to the article 112 of the Articles of Association.*

**Mr. Zhong Houtai (鍾厚泰)**, aged 54, was appointed as an executive Director in April 2003. Mr. Zhong is also the Chairman of the Company. Mr. Zhong is a representative of the tenth provincial people's congress of Fujian. In June 2004, he was named as one of the "Top 100 Outstanding Entrepreneurs in China" by Wu Bangguo, chairman of the Standing Committee of the National People's Congress. Mr. Zhong was appointed as the deputy president of the Association of Sino-foreign Entrepreneurs of Fujian Province (福建省中外企業家聯誼會) and the Fuqian Society of Pharmacy (福清市藥學會) in 2001 and 2002 respectively. In August 2003, he was appointed as the deputy president of the Fujian Association of Pharmaceutical Profession (福建省醫藥行業協會). Mr. Zhong was accredited as New Long March Pioneer (新長征突擊手) by the Fuzhou Committee of the Communist Youth League of China in 1983 and Model Labour of Fuzhou (福州市勞動模範) by the People's Government of Fuzhou City in 2001. Mr. Zhong has more than 10 years of experience in production management and had also been engaged in various sectors including cultivation, food and agriculture. As at the Latest Practicable Date, Mr. Zhong does not hold any other positions in the Company or any of its subsidiaries. Mr. Zhong Houtai is the brother of Mr. Zhong Houyao.

Mr. Zhong entered into a service contract with the Company for an initial fixed term of 3 years commencing from 24 November 2003, and will continue thereafter until terminated by not less than 3 months' notice in writing served by either party on the other, subject to the requirements for retirement and re-election under the Articles. Mr. Zhong is entitled to a fixed remuneration of HK\$600,000 per annum, which is determined based on duties and responsibilities for acting as an executive Director. Mr. Zhong will also be entitled with a discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the consolidated audited net profit of the Group for the relevant financial year and such amount has to be approved by the Remuneration Committee. Such emoluments are covered in his service agreement with the Company. Mr. Zhong's emoluments for the year ended 31 December 2010 were HK\$Nil.

As at the Latest Practicable Date, Mr. Zhong holds 211,720,000 Shares within the meaning of Part XV of the SFO, which he holds through Elite Achieve Limited, a substantial Shareholder.

Save as disclosed above, Mr. Zhong is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Zhong 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 date of this Circular. Save as disclosed above, Mr. Zhong was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

**Mr. Pei Renjiu (裴仁九)**, aged 45, was appointed as independent non-executive Director in April 2003. Mr. Pei graduated from Bangfu Academy of Medical Sciences (蚌埠醫學院) in 1990, majoring in pharmacology. Mr. Pei has been granted various awards. In 1997, one of Mr. Pei's thesis was accredited with a first honours award by the chief logistic department of the People's Liberation Army (中國人民解放軍總後勤部) and in 1994 and 1995, two of Mr. Pei's thesis were accredited with a third honours award by the logistic department of the Nanjing Military of the People's Liberation Army (中國人民解放軍南京軍區後勤部). He has been engaged in the field of pharmacy for more than 10 years. Mr. Pei was qualified as a deputy chief pharmacist by the Examination Board of Senior Technical Staff of Healthcare Professionals of the Nanjing Region (南京軍區衛生系列高級專業技術職務評審委員會) in 1998.

Mr. Pei is not appointed for a specific term, but is subject to the requirements for retirement and re-election at the annual general meeting under the Articles. Mr. Pei is entitled to a fixed remuneration of HK\$60,000 per annum, which is determined by the Board or the Company at general meeting with reference to his duties and responsibilities for acting as an independent non-executive Director and the prevailing market situation. Such emoluments are covered in his letter of appointment with the Company. Mr. Pei's emoluments for the year ended 31 December 2010 were HK\$27,500.

Save as disclosed above, Mr. Pei is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Pei 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 date of this Circular. As at the Latest Practicable Date, Mr. Pei was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

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 each of the above Directors proposed to be re-elected.



*The followings are the details of Mr. Xie Baitang, who will offer himself for election at the AGM to fill the vacated office arising from the retirement of Mr. Li Kai Ming pursuant to article 113 of the Articles of Association.*

**Mr. Xie Baitang** (謝柏堂), aged 60, completed his study of 自動控制專業 (Specialty in Automatic Control) in Nanjing Aeronautical Institute (currently known as Nanjing University of Aeronautics and Astronautics), 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.

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

Save as disclosed above, Mr. Xie is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. 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 date of this Circular. As at the Latest Practicable Date, Mr. Xie was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

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 appointment of Mr. Xie as an independent non-executive Director.

*The followings are the details of Mr. Liu Zhongkui, who will offer himself for election at the AGM pursuant to article 115 of the Articles of Association.*

**Mr. Liu Zhongkui (劉中奎)**, aged 29, is currently the chief operating officer of Shenzhen Anxin and Jiangsu Hongxin. He graduated from Nanjing University of Technology (南京工業大學) in 2005 with a Bachelor Degree in Engineering in Computer Science. From December 2004 to June 2005, he worked in the technical department and responsible for in the research and development of real-time system data collection procedures. From July 2005 to May 2007, he worked in the technical department and responsible for in the research and development of security surveillance system center procedures. From June 2007 to November 2009, he was responsible for implementation of engineering projects and led the team towards the successfully completion of various projects. Since December 2009, he is responsible for business marketing and corporate management. Save as aforesaid, Mr. Liu does not hold any other positions in the Company or any of its subsidiaries.

Subject to the election by the Shareholders in the AGM, Mr. Liu will not enter into any service contract with the Company for a specific term, but shall be subject to the retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Liu will be entitled to an annual director's fee of HK\$30,000, which is not covered by any service contract. The remuneration package of Mr. Liu is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Liu is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Liu 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 date of this Circular. As at the Latest Practicable Date, Mr. Liu was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

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 appointment of Mr. Liu as an executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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)**

## **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 Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 3 June 2011 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2010;
2. (a) to re-elect the following retiring directors:
  - (1) Mr. Zhong Houtai as an executive director; and
  - (2) Mr. Pei Renjiu as an independent non-executive director;
- (b) to elect the following new directors:
  - (1) Mr. Liu Zhongkui as an executive director; and
  - (2) Mr. Xie Baitang as an independent non-executive director;
- (c) to authorise the board of directors to fix the director’s remuneration;
3. to re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorise the board of directors to fix their remuneration; and

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## NOTICE OF ANNUAL GENERAL MEETING

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

### ORDINARY RESOLUTIONS

4. “**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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

5. **“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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

6. “**THAT** conditional upon Ordinary Resolution nos. 4 and 5 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. 5 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. 4 above.”

Yours faithfully,  
For and on behalf of the Board of  
**Anxin-China Holdings Limited**  
**Zhong Houtai**  
*Chairman*

Hong Kong, 29 April 2011

*Principal Office in Hong Kong:*

Unit 1903  
Allied Kajima Building  
138 Gloucester Road  
Wanchai, Hong Kong.

*Registered Office:*

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 2 June 2011 to 3 June 2011, 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 4:00 p.m. on 1 June 2011.
5. As at the date of this notice, the board of directors comprises Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Yang Ma and Mr. Lin Supeng, all being the executive directors and Mr. Pei Renjiu, Mr. Li Kai Ming and Mr. Cheung Chuen, all being the independent non-executive directors.