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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of Anxin-China Holdings Limited (the “**Company**”) hereby announces that on 16 April 2012, a total of 158,820,000 share options (the “**Share Options**”) to subscribe for ordinary shares of HK\$0.10 each (the “**Shares**”) of the Company were granted to the grantees (the “**Grantees**”), subject to acceptance by the Grantees, under the share option scheme adopted by the Company on 3 November 2003 (the “**Share Option Scheme**”). Details of the Share Options granted are as follows:

| | |
|--|---|
| Date of grant (the “ Date of Grant ”) : | 16 April 2012 |
| Exercise price of the Share Options granted : | HK\$1.5 per Share (being not less than the highest of (i) the closing price of HK\$1.49 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$1.496 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.10, being the nominal value of each Share.) |

Number of Share Options granted : 158,820,000 Share Option

Closing price of the Share : HK\$1.49 per Share
on the Date of Grant

Validity period of the Share Options : From 16 April 2012 to 15 April 2015
(the “**Validity Period** ”)

The Share Options are exercisable within the Validity Period in the following manner:

1. 110,500,000 Share Options : any time within the Validity Period
2. 1,500,000 Share Options :
 - (i) up to one-third of the Grantee’s entitlement from the Date of Grant, i.e. 16 April 2012;
 - (ii) up to two-thirds of the Grantee’s entitlement from the date after the expiry of 12 months from the Date of Grant, i.e. 16 April 2013; and
 - (iii) up to the Grantee’s full entitlement from the date after the expiry of 24 months from the Date of Grant, i.e. 16 April 2014.
3. 46,820,000 Share Options :
 - (i) up to 30% of the Grantee’s entitlement from the Date of Grant, i.e. 16 April 2012;
 - (ii) up to 60% of the Grantee’s entitlement from the date after the expiry of 12 months from the Date of Grant, i.e. 16 April 2013; and
 - (iii) up to the Grantee’s full entitlement from the date after the expiry of 24 months from the Date of Grant, i.e. 16 April 2014.

Among the total 158,820,000 Share Options granted, 10,400,000 Share Options were granted to the Directors or substantial shareholder of the Company and details of which are as follows:

| Name | Director or substantial shareholder of the Company | Number of Share Options |
|------------------|--|--------------------------------|
| Mr. Liu Zhongkui | Executive Director | 2,600,000 |
| Mr. Lin Supeng | Executive Director | 2,600,000 |
| Mr. Yang Ma | Executive Director | 2,600,000 |
| Mr. Chen Hong | The beneficial owner of the substantial shareholder of the Company | 2,600,000 |

Save as disclosed above, none of Grantees is the Director, chief executive or substantial shareholder of the Company or an associate of any of them.

By order of the Board
Anxin-China Holdings Limited
Liu Zhongkui
Chairman and Chief Executive Officer

Hong Kong, 16 April 2012

Website: www.anxin-china.com.hk

As at the date of this announcement, the executive directors of the Company are Mr. Liu Zhongkui, Mr. Lin Supeng and Mr. Yang Ma and the independent non-executive directors of the Company are Mr. Cheung Chuen, Mr. Pei Renjiu, Mr. Xie Baitang and Mr. Chen Feng.