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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)**

**SHARE PURCHASE PURSUANT TO  
THE SHARE AWARD SCHEME**

Reference is made to the announcement of Anxin-China Holdings Limited (the “**Company**”) dated 9 April 2013 (the “**Announcement**”) in relation to the adoption of an employees’ share award scheme (the “**Scheme**”) of the Company. Unless the context otherwise requires, terms used in this announcement have the same meanings as defined in the Announcement.

Pursuant to the Scheme, on 10 April 2013, the Board granted and paid to the Trustee a sum of HK\$20,000,000 and instructed the Trustee to purchase Shares for the purpose of the Scheme. Based on today’s closing price of HK\$1.69 per Share, the maximum number of Shares in board lot that can be purchased is about 11,832,000 Shares, which represents approximately 0.41% of the issued share capital of the Company as at the Adoption Date of the Scheme (2,869,919,808 Shares).

It is intended that Shares awarded under the Scheme will be offered to the Selected Employee to take up the relevant Shares for no consideration but subject to certain conditions (including vesting conditions) to be decided by the Board at the time of grant of the Shares awarded under the Scheme. Details of the grant of the Shares awarded under the Scheme will be provided in the offer letters to be issued by the Company to the Awardees and also in the written instructions to the Trustee, subject always to compliance with the Listing Rules, Takeovers Code and any other applicable laws and regulations.

Further announcement will be made by the Company upon the award of the purchased Shares to the Selected Employees. If any of such Selected Employees are connected persons of the Company, the Company will comply with relevant requirements of the Listing Rules.

**Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 10 April 2013

*Website: [www.anxin-china.com.hk](http://www.anxin-china.com.hk)*

*As at the date of this announcement, the executive directors of the Company are Mr. Liu Zhongkui, Mr. Wang Bo, Mr. Lin Supeng and Mr. Yang Ma; the non-executive directors of the Company are Mr. Adiv Baruch and Mr. Wang, John Peter Ben and the independent non-executive directors of the Company are Mr. Cheung Chuen, Mr. Xie Baitang and Mr. Chen Feng.*