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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 3 JUNE 2011 CHANGES OF DIRECTORS AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER

Reference is made to the circular (the “Circular”) of Anxin-China Holdings Limited (the “Company”) and the notice (the “Notice”) of the annual general meeting (the “AGM”) dated 29 April 2011. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed at the AGM held on 3 June 2011 were duly passed by the Shareholders by way of poll. The poll results in respect of all the resolutions at the AGM are as follows:

Ordinary Resolutions		Number of shares voted (Approx. percentage of total number of shares voted*)		Total number of shares voted
		For	Against	
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2010.	1,135,559,967 (100%)	0 (0%)	1,135,559,967

* All percentages rounded to 4 decimal places

Ordinary Resolutions			Number of shares voted (Approx. percentage of total number of shares voted*)		Total number of shares voted
			For	Against	
2.	(a)	To re-elect the following retiring directors:			
		(1) Mr. Zhong Houtai as an executive director; and	1,135,559,967 (100%)	0 (0%)	1,135,559,967
		(2) Mr. Pei Renjiu as an independent non-executive director.	1,135,559,967 (100%)	0 (0%)	1,135,559,967
	(b)	To elect the following new directors:			
		(1) Mr. Liu Zhongkui as an executive director; and	1,135,559,967 (100%)	0 (0%)	1,135,559,967
		(2) Mr. Xie Baitang as an independent non-executive director.	1,135,559,967 (100%)	0 (0%)	1,135,559,967
	(c)	To authorise the board of directors to fix the director's remuneration.	1,135,559,967 (100%)	0 (0%)	1,135,559,967
3.	To re-appoint Deloitte Touche Tohmatsu as the Company's auditor and to authorise the board of directors to fix their remuneration.		1,135,559,967 (100%)	0 (0%)	1,135,559,967
4.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		1,056,020,306 (92.9956%)	79,539,661 (7.0044%)	1,135,559,967
5.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		1,135,559,967 (100%)	0 (0%)	1,135,559,967
6.	Conditional on the passing of resolutions nos. 4 and 5, to extend the general mandate granted by resolution no. 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 5.		1,056,928,306 (93.0755%)	78,631,661 (6.9245%)	1,135,559,967

As at the date of the AGM, the issued share capital of the Company comprised 2,587,537,458 shares of HK\$0.10 each, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM and no share of the Company entitling the holder to attend and vote only against the resolutions at the AGM and no parties had stated their intention in the Circular to vote against the resolutions or to abstain from voting at the AGM.

Tricor Standard Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for vote-taking at the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions, all the above resolutions were duly passed as ordinary resolutions of the Company.

RETIREMENT OF DIRECTOR

The Board announces that Mr. Li Kai Ming ("Mr. Li") did not offer himself for re-election at the AGM due to retirement. Mr. Li has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to thank Mr. Li for his contribution to the Company during his tenure of office.

APPOINTMENT OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that the resolution proposed at the AGM regarding the election of Mr. Xie Baitang ("Mr. Xie") as an independent non-executive Director to fill the vacated office arising from the retirement of Mr. Li was duly passed, and Mr. Xie has been appointed as an independent non-executive Director with effect from 3 June 2011. Mr. Xie has also been appointed as the chairman and a member of the remuneration committee, and as a member of the audit committee of the Company.

The Board is pleased to announce that the resolution proposed at the AGM regarding the appointment of Mr. Liu Zhongkui ("Mr. Liu") as an executive Director as an addition to the existing Directors was duly passed, and Mr. Liu has been appointed as an executive Director with effect from 3 June 2011. Mr. Liu has also been appointed as a Chief Executive Officer of the Company.

Other details concerning the appointment of Mr. Xie as an independent non-executive Director and Mr. Liu as an executive Director are listed below:

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.

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 of Association. Mr. Xie is 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 is 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 his appointment. As at the date of his appointment, 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, the Board and Mr. Xie confirm that 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 appointment of Mr. Xie.

Mr. Liu Zhongkui (劉中奎), aged 29, is currently the chief operating officer of Shenzhen Anxin and Jiangsu Hongxin. He graduated from Engineering in Computer Science in Nanjing University of Technology (南京工業大學) in 2005. 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.

Mr. Liu has not entered into any service contract with the Company for a specific term, but 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 of Association. Mr. Liu is 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 his appointment. As at the date of his appointment, 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, the Board and Mr. Liu confirm that 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 appointment of Mr. Liu as an executive Director.

By Order of the Board
Anxin-China Holdings Limited
Zhong Houtai
Chairman

Hong Kong, 3 June 2011

As at the date of this announcement, the board of directors comprises Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Lin Supeng, Mr. Yang Ma and Mr. Liu Zhongkui, all being the executive directors and Mr. Pei Renjiu, Mr. Cheung Chuen and Mr. Xie Baitang, all being the independent non-executive directors.