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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBERS OF THE AUDIT COMMITTEE,
THE NOMINATION COMMITTEE,
THE REMUNERATION COMMITTEE AND
THE CORPORATE GOVERNANCE COMMITTEE**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board (the “Board”) of Directors (the “Directors”) of Anxin-China Holdings Limited (the “Company”) is pleased to announce that Professor Li On-kwok, Victor (“Professor Li”) has been appointed as an independent non-executive Director and also to act as members of the audit committee, the nomination committee, the remuneration committee and the corporate governance committee of the Company with effect from 5 June 2013.

Professor Li, aged 58, is the Chair Professor of Information Engineering and Head of the Department of Electrical and Electronic Engineering at The University of Hong Kong (“HKU”). Prior to joining HKU, Professor Li was Professor of Electrical Engineering at the University of Southern California (“USC”) and Director of the USC Communication Sciences Institute. Professor Li has chaired various committees of international professional organizations such as the Technical Committee on Computer Communications of the Institute of Electrical and Electronic Engineers (“IEEE”). Professor Li is a director of Versitech Limited, a wholly-owned subsidiary of HKU. Versitech Limited is the technology transfer and commercial arm of HKU. Professor Li received his bachelor’s, master’s, engineer’s and

doctoral degrees in Electrical Engineering and Computer Science from Massachusetts Institute of Technology in 1977, 1979, 1980 and 1981, respectively. He was awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2002. Professor Li is currently an independent non-executive director of SUNeVision Holdings Ltd., a company listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He was an independent non-executive director of China.com Inc., a company listed on the GEM Board of the Stock Exchange, from August 2008 to May 2013.

Professor Li 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 of the Company. Professor Li is entitled to a fixed remuneration of HK\$180,000 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, Professor Li 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 date of this announcement. Save as disclosed above, Professor Li 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. Save as disclosed above, Professor Li 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 Securities Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement.

Save as disclosed above, the Board and Professor Li confirm that there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of The Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) nor is there any other matter that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”) in respect of the appointment of Professor Li.

The Board would like to take this opportunity to welcome Professor Li to join the Company as its independent non-executive Director.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Chen Feng (“Mr. Chen”) has resigned as independent non-executive Director and also ceased to act as members of the audit committee, the nomination committee, the remuneration committee and the corporate governance committee of the Company with effect from 5 June 2013 due to his other business engagements.

Mr. Chen has confirmed that he has no disagreements with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Chen for his contributions to the Company during his tenure of office.

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

Hong Kong, 5 June 2013

Website: 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 Professor Li On-kwok, Victor.