
IMPORTANT

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.

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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
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 3 to 6 of this circular.

A notice convening the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012 at 11:00 a.m., at which, among other things, the above proposals will be considered. The full text of the notice is set out on pages 16 to 20 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.

30 March 2012

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DEFINITIONS

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 Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM on pages 16 to 20 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
“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

DEFINITIONS

“Latest Practicable Date”	23 March 2012, 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
“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

LETTER FROM THE BOARD



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. LIU Zhongkui *(Chairman and Chief Executive Officer)*

Mr. LIN Supeng

Mr. YANG Ma

Independent non-executive Directors:

Mr. XIE Baitang

Mr. CHEN Feng

Mr. PEI Renjiu

Mr. CHEUNG Chuen

Registered office:

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal office in Hong Kong:

Units 2001-2005

20th Floor

Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

30 March 2012

*To the Shareholders and, for information only,
holders of the warrants*

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING 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; and (iv) the re-election of retiring 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.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 3 June 2011, 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 2,680,872,842 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 536,174,568 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 3 June 2011, 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.

LETTER FROM THE BOARD

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 95 of the Articles of Association, Mr. Chen Feng will retire, and being eligible, offer himself for re-election at the AGM.

Pursuant to article 112 of the Articles of Association, Mr. Lin Supeng and Mr. Cheung Chuen will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

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

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 16 to 20 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 and the re-election of retiring 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) and the website of the Company (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.

LETTER FROM THE BOARD

7. 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) and of the Company (www.anxin-china.com.hk).

8. 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
Liu Zhongkui
Chairman and Chief Executive Officer

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\$268,087,284 comprising 2,680,872,842 Shares.

Exercise in full of the Repurchase Mandate, on the basis of 2,680,872,842 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 268,087,284 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 2011 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		
Chen Hong <i>(Note 1)</i>	Beneficial interest and interest in controlled corporation	486,476,000	–	18.14	20.16
Elite Achieve Limited <i>(Note 2)</i>	Beneficial interest	211,720,000	–	7.89	8.77
Jin Yong Investments Limited <i>(Note 3)</i>	Beneficial interest	218,660,000	–	8.16	9.06

Notes:

1. Mr. Chen Hong holds 486,476,000 Shares in which 211,720,000 and 218,660,000 Shares are held through Elite Achieve Limited and Jin Yong Investments Limited respectively. Both companies are wholly-owned by Mr. Chen Hong.
2. The entire issued share capital of Elite Achieve Limited is legally and beneficially owned by Mr. Chen Hong. Therefore, Mr. Chen Hong is deemed to be interested in 211,720,000 Shares held by Elite Achieve Limited under the SFO.
3. 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 218,660,000 Shares held by Jin Yong Investments Limited under the SFO.
4. For the purpose of this section, the shareholding percentage in the Company is calculated on the basis of 2,680,872,842 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 each of the six months preceding the Latest Practicable Date, the Company repurchased its own shares on the Stock Exchange as follows:

Date of Repurchase	No. of Shares repurchased	Purchase price (per share) (HK\$)		
		Highest	Lowest	Price
12 July 2011	4,200,000	1.70	1.67	—
22 July 2011	1,740,000	—	—	1.83
16 September 2011	464,000	1.40	1.39	—
19 September 2011	6,752,000	1.42	1.37	—
20 September 2011	5,704,000	1.38	1.35	—
21 September 2011	2,860,000	1.38	1.36	—
23 September 2011	6,036,000	1.20	1.13	—
26 September 2011	9,452,000	1.23	1.13	—
30 September 2011	1,240,000	1.20	1.19	—
3 October 2011	5,468,000	1.18	1.11	—
4 October 2011	2,364,000	1.14	1.10	—

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
March	2.42	1.86
April	2.30	1.92
May	2.28	1.90
June	2.13	1.46
July	2.14	1.60
August	2.10	1.55
September	1.72	1.13
October	1.75	1.10
November	1.75	1.34
December	1.50	1.15
2012		
January	1.55	1.33
February	1.94	1.45
March (up to the Latest Practicable Date)	1.89	1.60

The followings are the details of Mr. Chen Feng, who will retire, and being eligible, offer himself for re-election at the AGM pursuant to article 95 of the Articles of Association.

Mr. Chen Feng (陳楓), aged 49, was appointed as an independent non-executive Director on 9 January 2012. Mr. Chen is also the member of the audit committee, nomination committee, remuneration committee and corporate governance committee of the Company. Mr. Chen graduated from Hainan School of Agricultural Machinery (海南農機學校) in 1983. Mr. Chen completed his part-time study in Mathematic department of Shenzhen Education School (深圳市教育學院) and the CEO Training Program of Party School of CPC (中央黨校大型企業董事長培訓班) in 1985 and 1997 respectively. From 1983 to 1999, Mr. Chen held several senior positions from Technician to Deputy General Manager and President in Baoan Chicken Rising Company (深圳市寶安養雞公司) (predecessor company of Shenzhen Kondarl (Group) Co., Ltd. 深圳市康達爾(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code 48). In 1999, Mr. Chen was appointed as the Secretary of the Party Committee (黨委書記), the President of Shenzhen City Qianwan Power Development Co., Ltd. (深圳市前灣電力發展有限公司) and the vice president of Shenzhen City Guangqian Power Co., Ltd. (深圳市廣前電力有限公司) respectively. Mr. Chen is currently a president of Huijiang Investment Holding Limited (慧江投資集團控股有限公司) since 2004. Mr. Chen is currently elected as a vice president of China Association of small and medium enterprises (中國中小企業協會) and the president of Shenzhen small and medium enterprises credit association (深圳市中小企業信用互助協會). As at the Latest Practicable Date, Mr. Chen does not hold any other positions in the Company or any of its subsidiaries.

Mr. Chen 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. Chen is entitled to a fixed remuneration of HK\$30,000 per annum, which has been determined by the remuneration committee of the Company 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, Mr. Chen is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Chen 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 Latest Practicable Date. Save as disclosed above, Mr. Chen 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 SFO as at the Latest Practicable Date.

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 re-election of Mr. Chen as an independent non-executive Director.

The followings are the details of Mr. Cheung Chuen and Mr. Lin Supeng, who will retire by rotation, and being eligible, offer themselves for re-election at the AGM pursuant to article 112 of the Articles of Association.

Mr. Cheung Chuen (張全), aged 38, was appointed as an independent non-executive Director on 14 September 2004. Mr. Cheung is also the chairman and the member of the audit committee and member of remuneration committee, nomination committee and corporate governance committee of the Company. Mr. Cheung graduated from the accounting department of Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1999 and obtained a Master degree in accounting from Hong Kong Polytechnic University in 2004. Mr. Cheung is currently a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He has more than 10 years' experience in accounting and auditing and is currently qualified to practise as a certified public accountant in the US and Hong Kong. Mr. Cheung joined the Group as independent non-executive director in September 2004. He is also an independent non-executive director of Kingwell Group Limited (stock code: 1195), a listed company in Hong Kong and an executive director of China High Precision Automation Group Limited (stock code: 591), a listed company in Hong Kong. As at the Latest Practicable Date, Mr. Cheung does not hold any other positions in the Company or any of its subsidiaries.

Mr. Cheung has not been appointed for a specific term, but is subject to the requirements for retirement and re-election at the annual general meeting of the Company under the Articles of Association. Mr. Cheung is entitled to a fixed remuneration of HK\$45,000 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. Cheung's emoluments for the year ended 31 December 2011 were HK\$45,000.

Save as disclosed above, Mr. Cheung is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Cheung 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 Latest Practicable Date. Save as disclosed above, Mr. Cheung 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. Lin Supeng (林蘇鵬), aged 30, was appointed as an executive Director on 3 February 2010. Mr. Lin is currently the vice president of the strategy planning department of Shenzhen Anxin and is responsible for the technical development and strategy planning of relevant works to provide suggestions for the long-term development of the Company. He holds a Bachelor Degree of Science in Mathematics and Applied Mathematics (Information and Computational Science) (數學與應用數學 (信息與計算科學)) from Shenzhen University (深圳大學) and a Master Degree of Information Technology from The University of Queensland, Australia. Mr. Lin had once worked in the research and development department of the Company and has extensive experience in project management on software development. He could clearly position the strategic development of the Company with the direction of this kind of experience. He joined Shenzhen Anxin in May 2009 and became the Director of the Group in February 2010. Save as disclosed above, Mr. Lin does not hold any other position in the Company or any of its subsidiaries as at the Latest Practicable Date.

Mr. Lin has not entered into any service contract with the Company. He is entitled to receive an annual director's fee of HK\$30,000, which is not covered by any service contract but is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Lin is not appointed for a specific term, and shall be subject to retirement by rotation and eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Lin's emoluments for the year ended 31 December 2011 were HK\$144,000.

Save as disclosed above, Mr. Lin is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Lin 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 Latest Practicable Date. Save as disclosed above, Mr. Lin 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.

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.

NOTICE OF ANNUAL GENERAL MEETING



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 Conrad Hong Kong, Caine Room, Level 7, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012 at 11:00 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 2011;
2. to declare a final dividend of HK\$0.03 per share from allocation of share premium for the year ended 31 December 2011;
3. (a) to re-elect the following retiring directors:
 - (1) Mr. Lin Supeng as an executive director;
 - (2) Mr. Cheung Chuen as an independent non-executive director;
 - (3) Mr. Chen Feng as an independent non-executive director; and

(b) to authorise the board of directors to fix the director’s remuneration;
4. to re-appoint BDO Limited as the Company’s auditors and to authorise the board of directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

5. “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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

6. **“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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(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.”

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

Yours faithfully,
For and on behalf of the Board of
Anxin-China Holdings Limited
Liu Zhongkui
Chairman and Chief Executive Officer

Hong Kong, 30 March 2012

Principal office in Hong Kong:

Units 2001-2005
20th Floor
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25 Harbour Road
Wanchai
Hong Kong

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

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 Wednesday, 16 May 2012 to Friday, 18 May 2012, 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 4:30 p.m. on Tuesday, 15 May 2012.
5. For determining the entitlement to the proposed final dividend payable to shareholders of the Company whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Monday, 28 May 2012, being the record date for determination of entitlement to the final dividend, the Company's register of members will be closed from Thursday, 24 May 2012 to Monday, 28 May 2012, both days inclusive. During this period, no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 May 2012. The expected date of payment of the final dividend is Friday, 22 June 2012.
6. As at the date of this notice, the board of directors comprises Mr. Liu Zhongkui, Mr. Yang Ma and Mr. Lin Supeng, all being the executive directors and Mr. Pei Renjiu, Mr. Xie Baitang, Mr. Chen Feng and Mr. Cheung Chuen, all being the independent non-executive directors.