



# 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)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7 MARCH 2012

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in  
the capital of Anxin-China Holdings Limited (the “Company”) HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company  
(the “Meeting”) (and at any adjournment thereof) to be held at Plaza III, Lower Lobby, Novotel Century Hong Kong,  
238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 7 March 2012 at 11:00 a.m. for the purpose of considering and, if  
thought fit, passing the following resolution as set out in the notice convening the Meeting and at the Meeting (or at any  
adjournment thereof) to vote for me/us in my/our name(s) as indicated below in respect of the said resolution or, if no  
such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To refresh the existing share option scheme limit		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signature(s)<sup>5</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting or” and insert in BLOCK CAPITALS the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.