

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 31 MAY 2013**

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 22 April 2013. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions proposed at the AGM held on 31 May 2013 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 Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2012. | 1,144,108,454 (100%) | 0 (0%) | 1,144,108,454 |

| Ordinary Resolutions | | | Number of shares voted (Approx. percentage of total number of shares voted*) | | Total number of shares voted |
|----------------------|--|--|---|-----------------------|------------------------------------|
| | | | For | Against | |
| 2. | To approve the recommended final dividend of HK3.6 cents per share for the year ended 31 December 2012. | | 1,144,108,454 (100%) | 0 (0%) | 1,144,108,454 |
| 3. | (a) | (i) To re-elect Mr. Yang Ma as an Executive Director. | 1,144,108,454 (100%) | 0 (0%) | 1,144,108,454 |
| | | (ii) To re-elect Mr. Xie Baitang as an Independent Non-executive Director. | 1,073,838,793 (93.86%) | 70,269,661 (6.14%) | 1,144,108,454 |
| | | (iii) To re-elect Mr. Wang Bo as an Executive Director. | 1,144,108,454 (100%) | 0 (0%) | 1,144,108,454 |
| | | (iv) To re-elect Mr. Adiv Baruch as a Non-executive Director. | 1,137,858,457 (99.45%) | 6,249,997 (0.55%) | 1,144,108,454 |
| | | (v) To re-elect Mr. Wang, John Peter Ben as a Non-executive Director. | 1,137,858,457 (99.45%) | 6,249,997 (0.55%) | 1,144,108,454 |
| | (b) | To authorise the Board to fix the remuneration of the Directors. | 1,144,104,454 (99.99%) | 4,000 (0.01%) | 1,144,108,454 |
| 4. | To re-appoint BDO Limited as the Company's auditor and to authorize the Board to fix their remuneration. | | 1,073,538,793 (93.83%) | 70,569,661 (6.17%) | 1,144,108,454 |
| 5. | 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. | | 1,064,802,796 (93.07%) | 79,305,658 (6.93%) | 1,144,108,454 |
| 6. | 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. | | 1,144,108,454 (100%) | 0 (0%) | 1,144,108,454 |
| 7. | Conditional on the passing of resolutions nos. 5 and 6, to extend the general mandate granted by resolution no. 5 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 6. | | 1,064,906,796 (93.08%) | 79,201,658 (6.92%) | 1,144,108,454 |

| Ordinary Resolutions | | Number of shares voted (Approx. percentage of total number of shares voted*) | | Total number of shares voted |
|----------------------|---|---|-----------------------|------------------------------------|
| | | For | Against | |
| 8. | To increase the authorised share capital of the Company from HK\$400,000,000 divided into 4,000,000,000 Shares of HK\$0.10 each to HK\$800,000,000 divided into 8,000,000,000 Shares by creation of 4,000,000,000 unissued Shares. | 1,075,528,793 (94.01%) | 68,579,661 (5.99%) | 1,144,108,454 |
| Special Resolutions | | | | |
| 9. | To approve the amendments of the memorandum of association of the Company in the manner as proposed in the Notice of the Meeting. | 1,144,102,454 (99.99%) | 6,000 (0.01%) | 1,144,108,454 |
| 10. | To approve the amendments of the articles of association of the Company in the manner as proposed in the Notice of the Meeting. | 1,144,102,454 (99.99%) | 6,000 (0.01%) | 1,144,108,454 |
| 11. | To approve the adoption of a new set of memorandum and articles of association of the Company, which consolidates all of the proposed amendments set out in the Notice of the Meeting and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings, as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company. | 1,144,102,454 (99.99%) | 6,000 (0.01%) | 1,144,108,454 |

* All percentages rounded to 2 decimal places

As at the date of the AGM, the issued share capital of the Company comprised 2,871,149,808 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. No Shareholder was required to abstain from voting on any resolutions proposed at the AGM as required by the Listing Rules, and no Shareholder has stated his or her intention in the Circular to vote against the resolutions proposed at the AGM or to abstain from voting. No Shareholders was entitled to attend and abstain from voting in favour of any resolutions at the AGM as required by the Rule 13.40 of the Listing Rules.

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 the resolutions number 1 to 8, the resolutions number 1 to 8 were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of the resolutions number 9 to 11, the resolutions number 9 to 11 were duly passed as special resolutions.

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

Hong Kong, 31 May 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 Mr. Chen Feng.