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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Anxin-China Holdings Limited (the “**Company**”) will be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 21 February 2011 (Monday) at 11:00 a.m. for the purpose of considering and if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 28 December 2010 (the “**Sale and Purchase Agreement**”) (a copy of which has been signed by the Chairman of the meeting and marked “**A**” for identification purpose and produced to the meeting) and entered into between Jiangsu Anxin Digital Property Co., Limited (江蘇省安芯數字置業有限公司) as vendor, and Jiangsu Hongxin Intelligence Technology Co., Limited (江蘇省洪芯智能技術有限公司) (a company incorporated in the PRC with limited liability and an indirectly and wholly owned subsidiary of the Company) (the “**Purchaser**”) as purchaser in relation to the acquisition of the commodity property located on the land at the south of Eastern Road No. 9 and between Eastern Street No. 11 and Pingju Waihuan Road in Hongze Prefecture of Jiangsu Province (江蘇省洪澤縣東九道南側、東十一街評劇外環路之間) and the transactions contemplated thereby be and are hereby approved;

- (b) the entering into of the Sale and Purchase Agreement by the Purchaser be and is hereby approved, confirmed and ratified;
- (c) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or to give effect to the Sale and Purchase Agreement and the transactions contemplated thereby and to agree to such variations, amendments or waivers thereto as are, in the opinion of the directors of the Company, in the interest of the Company.”

By the order of the board of
Anxin-China Holdings Limited
Mr. Lin Supeng
Executive Director

Hong Kong, 31 January 2011

Registered office:

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

Head office and principal place of business in Hong Kong:

Unit 1903, Allied Kajima Building
138 Gloucester Road
Wan Chai
Hong Kong

Notes:

- (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 26th Floor, 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 extraordinary 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 18 February 2011 to 21 February 2011, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the extraordinary 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 17 February 2011.
- (5) As at the date hereof, the board of directors of the Company comprises Mr. Zhong Houtai, Mr. Zhong Houyao, Mr. Lin Supeng and Mr. Yang Ma, all being executive Directors and Mr. Pei Renjiu, Mr. Li Kai Ming and Mr. Cheung Chuen, all being independent non-executive Directors.