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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)

ANNOUNCEMENT

CONDITIONS FOR RESUMPTION OF TRADING

This Announcement is made by Anxin-China Holdings Limited (“**Company**”) in relation to a letter from the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) received by the Company on about 29 May 2015, which stated certain conditions for the resumption of trading for the Company.

INTRODUCTION

Reference is made to the Announcements by the Company on 18 March 2015, 31 March 2015, 8 May 2015 and 15 May 2015 in relation to the delay in publication of the 2014 Annual Results of the Company (collectively “**Earlier Announcements**”). As reported in the Earlier Announcements, the delay in publication of the 2014 Annual Results is caused by the discovery by BDO of some discrepancies between the banking records and management accounts of the Company and relevant subsidiaries (the “**Issue**”). Reference is also made to the Announcement by the Company on 15 May 2015 in relation to the resignation of BDO as

auditors of the Company (the “**Resignation Announcement**”). Unless otherwise stated herein, capitalized terms used in this Announcement bear the same meanings as defined in the Earlier Announcements and the Resignation Announcement.

CONDITIONS FOR RESUMPTION OF TRADING OF SHARES

On about 29 May 2015, the Company received a letter from the Stock Exchange, in which the Stock Exchange stated the following conditions for the resumption of trading of shares in the Company:

- (i) Conduct an appropriate investigation on the Issue, disclose the findings of such investigation, assess the impact on the Company’s financial and operational positions, and take appropriate remedial actions;
- (ii) Publish all outstanding financial results under the Listing Rules, and address any audit qualifications;
- (iii) Demonstrate that the Company has in place adequate financial reporting procedures and internal control systems to meet its Listing Rules obligations; and
- (iv) Inform the market of all material information for shareholders and investors to appraise the Group’s position.

The Company is also required to comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption. The Stock Exchange may modify the above conditions and/or impose further conditions if the situation changes.

The Company is doing its best and taking all necessary steps to fulfil the above conditions; and will inform shareholders and investors of the progress as and when appropriate.

SUSPENSION OF TRADING

As a result of the delay in publishing the 2014 Annual Results and at the request of the Company, trading in its shares on the Stock Exchange has been suspended since 1 April 2015 and will remain suspended until further notice.

By Order of the Board
Anxin-China Holdings Limited
Mr. LIU Zhongkui
Chairman

Hong Kong, 3 June 2015

As at the date of this announcement, the Board comprises four executive Directors Mr. Liu Zhongkui, Mr. Wang Bo, Mr. Lin Supeng and Mr. Yang Ma; a non-executive Director Mr. Adiv Baruch; and three independent non-executive Directors Mr. Cheung Chuen, Mr. Xie Baitang and Professor Li On Kwok, Victor.

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