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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 –  
(1) APPOINTMENT OF DIRECTORS,  
CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY  
AND  
AUTHORISED REPRESENTATIVES,  
(2) CHANGES IN COMPOSITION OF BOARD COMMITTEES  
AND  
(3) CHANGE OF ADDRESS OF HEAD OFFICE  
AND  
PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

### **APPOINTMENT OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Anxin-China Holdings Limited (the “**Company**”) is pleased to announce that on 22 February 2017 (the “**Effective Date**”):

- (1) Mr. Amir Gal-Or (“**Mr. Gal-Or**”) was appointed as an executive director of the Company with immediate effect;
- (2) Mr. Chow Cheuk Lap (“**Mr. Chow**”) was appointed as a non-executive director of the Company with immediate effect;
- (3) Mr. David Tsoi (“**Mr. Tsoi**”) was appointed as an independent non-executive director of the Company with immediate effect;

- (4) Mr. Chao Pao Shu George (“**Mr. Chao**”) was appointed as an independent non-executive director of the Company with immediate effect; and
- (5) Mr. Wu Pui Ho (“**Mr. Wu**”) was appointed as an independent non-executive director of the Company with immediate effect.

The biographical details of the newly-appointed Directors are as follows:

**Mr. Gal-Or**

Mr. Amir Gal-Or, aged 54, is the founding member, director and managing partner of the Infinity Equity Management Limited, and a director of Infinity Global Fund SPC, Infinity Capital (Cayman Islands) Limited, Infinity Capital (Hong Kong) Limited, Infinity Frontier Asset Management Company Limited and Infinity Investment Holding Group. Mr. Gal-Or is also a non-executive director of Vincent Medical Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with stock code: 1612. Mr. Gal-Or is experienced in international investment and capital markets. Mr. Gal-Or obtained a Bachelor of Arts in economics from University of Haifa, Israel in June 1992 and a Master of Business Administration from Tel Aviv University, Israel in June 1996.

Mr. Gal-Or entered into a service agreement with the Company for a fixed term of two years commencing on 22 February 2017, subject to earlier termination by three months’ notice by either party. In addition, Mr. Gal-Or’s continuation of directorship and service is subject to retirement and re-election at general meetings of the Company in accordance with the Company’s articles of association. Mr. Gal-Or’s remuneration is currently fixed at HK\$10,000 per month, which was approved by the Board taking into account the financial condition of the Company and the scale of remuneration of other Directors.

Mr. Gal-Or has the following business relationships with (a) Mr. Adiv Baruch (“**Mr. Baruch**”), a non-executive Director, who has served as a venture partner with Infinity I-China Fund (Cayman), L.P., one of private equity funds under management of the Infinity Group and a director of Maayan Ventures Limited, an Israeli listed technology incubation company of which a member of the Infinity Group is a shareholder; (b) Mr. Poon, the newly-appointed Chief Executive Officer and Company Secretary of the Company, who is currently serving as the vice-president of Infinity Equity Management Company Limited, an associated company under Infinity Group, and the alternate director to Mr. Gal-Or, non-executive director of Vincent Medical Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1612; and (c) Mr. Chow, another newly-appointed Director, who is a partner of Messrs. C. L. Chow and Macksion Chan, Hong Kong legal adviser of Infinity Group. As at the date hereof, Infinity I-China Fund (Cayman), L.P., one of private equity funds under management of the Infinity Group, is interested in 103,312,000 shares of the Company (“**Shares**”), representing 3.38% of the issued share capital of the Company.

Save as disclosed above, Mr. Gal-Or does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Save as disclosed above, Mr. Gal-Or does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, save as disclosed above, Mr. Gal-Or does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”). Save as disclosed above, there is no other information relating to Mr. Gal-Or that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange and there is no other matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange in relation to the appointment of Mr. Gal-Or.

### **Mr. Chow**

Mr. Chow Cheuk Lap, aged 65, is a practising solicitor in Hong Kong and a partner of Messrs. C.L. Chow & Macksion Chan, a firm of solicitors in Hong Kong. He graduated from the University of London with a Bachelor of Economics degree in 1979. Mr. Chow has more than 20 years’ experience in civil litigation and commercial matters. Between 3 March 2008 and 22 December 2015, Mr. Chow was a director of Universal Technologies Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1026.

Mr. Chow entered into a service agreement with the Company for a fixed term of two years commencing on 22 February 2017, subject to earlier termination by three months' notice by either party. In addition, Mr. Chow's continuation of directorship is subject to retirement and re-election at general meetings of the Company in accordance with the Company's articles of association. Mr. Chow's remuneration is currently fixed at HK\$10,000 per month, which was approved by the Board taking into account the financial condition of the Company and scale of remuneration of other Directors.

Save as disclosed above, Mr. Chow does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Save as disclosed above, Mr. Chow does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Chow does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. Chow that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the appointment of Mr. Chow.

#### **Mr. Tsoi**

Mr. David Tsoi, aged 69, is a director of Alliot, Tsoi CPA Limited, an accounting firm in Hong Kong, since 2006. Mr. Tsoi obtained a Master of Business Administration from the University of East Asia, Macau (now known as the University of Macau) in 1986. Mr. Tsoi has been a certified public accountant since September 1981 with over 30 years' experience in accounting, auditing and financial management. He is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants, a certified tax adviser registered with the Taxation Institute of Hong Kong, a fellow of the Association of Chartered Certified Accountants since September 1981, a fellow of the Institute of Chartered Accountants in England and Wales since May 2015, a member and a fellow of the Society of Chinese Accountants & Auditors since April 1987 and since December 2015, respectively, a fellow of the CPA Australia since November 2009, and a member of the Chartered Professional Accountants of British Columbia, Canada since June 2015.

Mr. Tsoi entered into a service agreement with the Company for a fixed term of two years commencing on 22 February 2017, subject to earlier termination by three months' notice by either party. In addition, Mr. Tsoi's continuation of directorship is subject to retirement and re-election at general meetings of the Company in accordance with the Company's articles of association. Mr. Tsoi's remuneration is currently fixed at HK\$10,000 per month, which was approved by the Board taking into account the financial condition of the Company and the scale of remuneration of other Directors.

Between 8 March 2008 and 16 June 2014, Mr. Tsoi was an independent non-executive director of CRRC Corporation Limited (formerly known as CSR Corporation Limited), a company listed on the Main Board of the Stock Exchange with stock code: 1766. Mr. Tsoi is currently (i) an independent non-executive director of MelcoLot Limited, a company listed on the Growth Enterprise Market ("**GEM**") of the Stock Exchange with stock code: 8198; (ii) an independent non-executive director of Enviro Energy International Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1102; (iii) an independent non-executive director of Guru Online (Holdings) Limited, a company listed on the GEM of the Stock Exchange with stock code: 8121; (iv) an independent non-executive director of Universal Technologies Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1026; and (v) an independent non-executive director of VPower Group International Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1608.

Save as disclosed above, Mr. Tsoi does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Save as disclosed above, Mr. Tsoi does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Tsoi does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. Tsoi that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the appointment of Mr. Tsoi.

## **Mr. Chao**

Mr. Chao Pao Shu George, aged 70, graduated from the College of Air Traffic Control in the United Kingdom. Mr. Chao was a pilot and had many years of experience in aviation industry in the United Kingdom, Hong Kong and China. Prior to his retirement, Mr. Chao had served Hong Kong Government Flying Services (formerly known as Royal Hong Kong Auxiliary Air Force before 1997) and Civil Aviation Administration of China (CAAC). Mr. Chao is currently a consultant and air traffic control specialist of CAAC. Since 16 September 2013, Mr. Chao has been an independent non-executive director of Universal Technologies Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1026.

Mr. Chao entered into a service agreement with the Company for a fixed term of two years commencing on 22 February 2017, subject to earlier termination by three months' notice by either party. In addition, Mr. Chao's continuation of directorship is subject to retirement and re-election at general meetings of the Company in accordance with the Company's articles of association. Mr. Chao's remuneration is currently fixed at HK\$10,000 per month, which was approved by the Board taking into account the financial condition of the Company and the scale of remuneration of other Directors.

Save as disclosed above, Mr. Chao does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Save as disclosed above, Mr. Chao does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Chao does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. Chao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the appointment of Mr. Chao.

## **Mr. Wu**

Mr. Wu Pui Ho, aged 28, obtained his Bachelor of Commerce degree in University of South Australia. Mr. Wu has worked in international accounting firms and has more than 5 years' experience in auditing and accounting. Mr. Wu is currently a member of Hong Kong Institute of Certified Public Accountants and a financial controller of a private Hong Kong company.

Mr. Wu entered into a service agreement with the Company for a fixed term of two years commencing on 22 February 2017, subject to earlier termination by three months' notice by either party. In addition, Mr. Wu's continuation of directorship is subject to retirement and re-election at general meetings of the Company in accordance with the Company's articles of association. Mr. Wu's remuneration is currently fixed at HK\$10,000 per month, which was approved by the Board taking into account the financial condition of the Company and the scale of remuneration of other Directors.

Mr. Wu does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Mr. Wu does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Wu does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the appointment of Mr. Wu.

The Board would like to take this opportunity to welcome Mr. Gal-Or, Mr. Chow, Mr. Tsoi, Mr. Chao and Mr. Wu for joining the Board.

## **APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND COMPANY SECRETARY**

The Board is pleased to announce that on 22 February 2017, Mr. Poon Lai Yin Michael (“**Mr. Poon**”) was appointed as the Chief Executive Officer and the Company Secretary of the Company with immediate effect.

Mr. Poon, aged 44, has over 19 years' experience in corporate finance, financial management, mergers and acquisitions. Mr. Poon obtained a bachelor's degree in administrative studies from York University, Canada in June 1995 and a master's degree in practicing accounting from Monash University, Australia in July 1998. Mr. Poon is a fellow member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Poon worked for an international accounting firm and was responsible for providing business advisory and assurance services for listed companies, and is currently serving as the vice-president of Infinity Equity Management Company Limited.

Mr. Poon is currently (i) an independent non-executive director of China Uptown Group Company Limited, a company listed on the Main Board of the Stock Exchange with stock code: 2330; (ii) an independent non-executive director of Smartac Group China Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 395; and (iii) an alternate director to Mr. Amir Gal-Or, a non-executive director of Vincent Medical Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1612.

Mr. Poon entered into a service agreement with the Company for a fixed term of two years commencing on 22 February 2017, subject to earlier termination by three months' notice by either party. Mr. Poon's salary is currently fixed at HK\$20,000 per month, which was approved by the Board taking into account the financial condition of the Company and the scale of remuneration of other senior management of the Company.

Save as disclosed above, Mr. Poon does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Save as disclosed above, Mr. Poon does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, save as disclosed above, Mr. Poon does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. Poon that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the appointment of Mr. Poon.

The Board would like to take this opportunity to welcome Mr. Poon for his new appointment.

## **APPOINTMENT OF AUTHORISED REPRESENTATIVES**

The Board wishes to announce that on 22 February 2017, Mr. Chow and Mr. Poon were appointed as the authorised representatives of the Company for the purpose of Rule 3.05 of the Listing Rules and for the purpose of service of process and notices in Hong Kong under the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, with immediate effect.



## **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board wishes to announce that on 22 February 2017, Mr. Wu, Mr. Chao and Mr. Tsoi were all appointed as members of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Corporate Governance Committee of the Company, in each case taking simultaneous effect with their appointments. In addition, Mr. Tsoi was appointed as the chairman of the Audit Committee, the Nomination Committee and the Corporate Governance Committee, and Mr. Chao was appointed as the chairman of the Remuneration Committee of the Company.

## **CHANGE OF ADDRESS OF THE HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board announces that with effect from 22 February 2017, the head office and principal place of business of the Company in Hong Kong will be changed to Unit 17B, 17/F, United Centre, 95 Queensway, Hong Kong.

## **CONTINUED SUSPENSION OF TRADING**

As a result of the delay in publication of the 2014 Annual Results and at the request of the Company, trading in the Shares on the Stock Exchange was suspended since 1 April 2015. Trading of the Shares will remain suspended until further notice.

By Order of the Board  
**Anxin-China Holdings Limited**  
**Adiv Baruch**  
*Director*

Hong Kong, 28 February 2017

*As at the date of this announcement, the Board of Directors of the Company comprises one executive Director, namely, Mr. Amir Gal-Or; two non-executive Directors, namely, Mr. Adiv Baruch and Mr. Chow Cheuk Lap; and three independent non-executive Directors, namely, Mr. David Tsoi, Mr. Chao Pao Shu George and Mr. Wu Pui Ho.*