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If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Anxian Yuan China Holdings Limited (the “Company”), you should at once hand this circular, and the accompanying proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ANXIAN YUAN CHINA HOLDINGS LIMITED 安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

PROPOSALS IN RELATION TO GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice of annual general meeting (the “AGM”) of the Company to be held at 9th Floor, Cheuk Nang Plaza, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 22 September 2017 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy, in accordance with the instructions printed thereon and deposit the same at the offices of the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

13 July 2017

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the Issue Mandate and the Repurchase Mandate and the Re-election of retiring Directors at 9th Floor, Cheuk Nang Plaza, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 22 September 2017 at 10:00 a.m.
“associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Close Associates”	has the meaning ascribed to it under Listing Rules
“Company”	Anxian Yuan China Holdings Limited, a company incorporated in the Bermuda with limited liability and the issued Shares of which are listed on the Main board of the Stock Exchange
“Connected Persons”	has the meaning ascribed to it under Listing Rules
“Directors”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	7 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued Share capital of the Company as at the date of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

Executive Directors:

Mr. Shi Hua (*Chairman*)

Mr. Shi Jun (*Chief Executive Officer*)

Mr. Law Fei Shing (*Deputy Chief Executive Officer*)

Ms. Shen Mingzhen (*Deputy Chief Executive Officer*)

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-Executive Directors:

Mr. Wang Hongjie

Mr. Cheng Gang

Head office and principal

place of business in Hong Kong:

9th Floor

Cheuk Nang Plaza

250 Hennessy Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Mr. Chan Koon Yung

Mr. Lai Chun Yu

Mr. Li Xigang

Mr. Lum Pak Sum

13 July 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS IN RELATION TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 22 September 2016, the Directors were granted a general mandate to allot, issue and deal with additional Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. At the AGM, among other businesses, resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors. The Directors believe that the renewal of these mandates is in the interests of the Company and the Shareholders as a whole.

Accordingly, the following ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:–

- (a) the granting of the Issue Mandate (resolution numbered 4) so that the Directors will be able to allot, issue and deal with additional Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
- (b) the granting of the Repurchase Mandate (resolution numbered 5) so that the Directors are authorised to purchase Shares on the Stock Exchange with an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the AGM; and
- (c) the granting of the Extension Mandate (resolution numbered 6) so that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares, which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of the Bermuda to be held; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to issue up to a maximum of 1,086,890,520 Shares pursuant to the Issue Mandate based on the number of issued Shares of 5,434,452,600 as at the Latest Practicable Date.

LETTER FROM THE BOARD

Subject to the passing of the proposed resolution for the grant for the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to repurchase up to a maximum of 543,445,260 Shares pursuant to the Repurchase Mandate based on the number of issued Shares of 5,434,452,600 as at the Latest Practicable Date.

Under rule 10.06(1)(b) of the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in the Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of ten Directors, including four executive Directors, namely Mr. Shi Hua, Mr. Shi Jun, Mr. Law Fei Shing and Ms. Shen Mingzhen, two non-executive Directors, namely Mr. Wang Hongjie and Mr. Cheng Gang, and four independent non-executive Directors namely, Mr. Chan Koon Yung, Mr. Lai Chun Yu, Mr. Li Xigang and Mr. Lum Pak Sum.

Pursuant to Bye-law No. 84 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation such that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to rotation who have been longest in office since their last election or appointment and so that as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Bye-law No. 83(2) of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. All Directors appointed to fill a casual vacancy shall be subject to election by the Shareholders at the first annual general meeting after their appointment. Any other Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

LETTER FROM THE BOARD

Pursuant to Bye-law No. 83(2) of the Bye-laws, Mr. Lum Pak Sum shall hold office until the AGM. He being eligible, will offer himself for re-election of Director.

Pursuant to Bye-laws No. 84 of the Bye-laws, Mr. Shi Hua, Mr. Shi Jun and Mr. Law Fei Shing shall retire at the AGM. All the retiring Directors, being eligible will offer themselves for re-election.

Brief biographical details of the retiring Directors are set out in Appendix II of this circular.

AGM

The notice convening the AGM to be held at 9th Floor, Cheuk Nang Plaza, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 22 September 2017 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM is enclosed.

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy, in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

VOTING BY POLL AT THE AGM

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll.

LETTER FROM THE BOARD

To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on any of the resolutions to be proposed at the Annual General Meeting under the Listing Rules.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <http://www.anxianyuanchina.com>.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Anxian Yuan China Holdings Limited
Shi Hua
Chairman

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 5,434,452,600 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 543,445,260 Shares.

3. REASONS OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. SOURCE OF FUNDS

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Bye-laws, the laws of Bermuda and/or any other applicable laws. A listed company shall not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

5. IMPACT OF THE REPURCHASE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2017, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. THE DIRECTORS, THEIR CLOSE ASSOCIATES AND THE CORE CONNECTED PERSON OF THE COMPANY

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has present intention to sell any Shares to the Company or its subsidiaries nor has any such core connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

8. EFFECT ON TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares in which interested	Capacity in which Shares are held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full	Notes
Master Point Overseas Limited	1,150,000,000	Beneficial owner	21.16%	23.51%	1
Mr. Shi Hua	221,780,000	Beneficial owner	4.08%	4.53%	
	1,150,000,000	Interest of controlled corporation	21.16%	23.51%	1
Taiping Trustees Limited	320,000,000	Trustee	5.89%	6.54%	2
Taiping Assets Management (HK) Company Limited	320,000,000	Investment Manager	5.89%	6.54%	2
China Taiping Insurance Holdings Company Limited	320,000,000	Interest of controlled corporation	5.89%	6.54%	2
Ever Ability Investment Limited	320,000,000	Beneficiary of a trust	5.89%	6.54%	2

APPENDIX I

EXPLANATORY STATEMENT

Name of Shareholders	Number of Shares in which interested	Capacity in which Shares are held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full	Notes
Mr. Lu Guofu	320,000,000	Interest of controlled corporation	5.89%	6.54%	2
	60,260,000	Beneficial Owner	1.11%	1.23%	
Mr. Han Min	320,000,000	Beneficiary of a trust	5.89%	6.54%	2
Mr. He Yongwei	320,000,000	Beneficiary of a trust	5.89%	6.54%	2
Ms. Wang Guozhen	320,000,000	Beneficiary of a trust	5.89%	6.54%	2
Mr. Zhang Shenghua	320,000,000	Beneficiary of a trust	5.89%	6.54%	2
Mr. Sun Xingrong	320,000,000	Beneficiary of a trust	5.89%	6.54%	2
Mr. Feng Shouzheng	320,000,000	Beneficiary of a trust	5.89%	6.54%	2

Notes:

1. Master Point Overseas Limited is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Mr. Shi Hua. Mr. Shi Hua therefore deemed to be interested in 1,150,000,000 Shares held by Master Point Overseas Limited.
2. 320,000,000 Shares are held by Taiping Trustees Limited – Taiping Bacui China Investment Fund (an investment fund established in Hong Kong), the trustee of which is Taiping Trustees Limited and the manager is Taiping Assets Management (HK) Company Limited, companies ultimately controlled by China Taiping Insurance Group Limited, a PRC state-owned financial and insurance group.

Ever Ability Investment Limited (the entire issued share capital of which is legally and beneficially owned by Mr. Lu Guofu), Mr. Han Min, Mr. He Yongwei, Ms. Wang Guozhen, Mr. Zhang Shenghua, Mr. Sun Xingrong and Mr. Feng Shouzheng are the beneficiary of trust.

Therefore, each of Taiping Trustees Limited, Taiping Assets Management (HK) Company Limited, China Taiping Insurance Holdings Company Limited, Ever Ability Investment Limited, Mr. Lu Guofu, Mr. Han Min, Mr. He Yongwei, Ms. Wang Guozhen, Mr. Zhang Shenghua, Mr. Sun Xingrong and Mr. Feng Shouzheng is also deemed to be interested in the 320,000,000 Shares under the SFO.

Assuming that no further Shares are issued between the Latest Practicable Date and the date of a repurchase under the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the interest of the above Shareholders would be increased to approximately the percentage shown in the last column above and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

In this regard, as at the Latest Practicable Date, the Directors are not aware of the consequences of such increases or as a result of repurchase of Shares that would result in any of the aforesaid Shareholders or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code. Moreover, the Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the amount of Shares held by the public being reduced to less than 25% of the Shares in the total issued shares of the Company.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Per share	
	Highest HK\$	Lowest HK\$
2016		
July 2016	0.124	0.110
August 2016	0.112	0.990
September 2016	0.115	0.095
October 2016	0.120	0.093
November 2016	0.120	0.091
December 2016	0.106	0.095
2017		
January 2017	0.990	0.082
February 2017	0.100	0.083
March 2017	0.087	0.079
April 2017	0.085	0.070
May 2017	0.079	0.067
June 2017	0.077	0.055
July 2017 (up to the Latest Practicable Date)	0.060	0.056

The details of the three Directors who will retire from offices by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. SHI HUA, aged 63, an executive Director and chairman

Qualifications and experience

Mr. Shi Hua, aged 65, was appointed as an executive Director on 20 June 2011. He was also the chairman and the chief executive officer of the Company as from 15 December 2011. On 23 January 2014, he resigned as the chief executive officer of the Company.

Mr. Shi Hua was a teacher of 浙江汽校寧波分校 (Zhejiang Motor School, Ningbo Branch*) from 1976 to 1977. During 1977 to 1990, Mr. Shi Hua worked for Zhejiang Civil Affairs Bureau and was responsible for the daily office routine of the Civil Affairs Bureau. During 1990 to 1996, Mr. Shi Hua worked for 杭州富安刺繡服裝廠 (Hangzhou Fu An Embroidery Clothing Factory*) as its manager to oversee the overall day-to-day operation. In 1996, Mr. Shi Hua established 浙江富安移民經濟開發有限公司 (Zhejiang Fu An Immigration Economic Development Company Limited*) and worked as its chairman and general manager. He was fully responsible for its operational management and investment decisions.

In 1999, Mr. Shi Hua established 浙江安賢陵園有限責任公司 (Zhejiang Anxian Yuan Company Limited) (“Zhejiang Anxian Yuan”) and worked as its chairman of the board of directors and general manager. In 2007, he resigned from Zhejiang Anxian Yuan as general manager but remains as its chairman.

Length of service and emolument

Mr. Shi Hua has entered into a service contract with the Company for a term of one year which will continue thereafter until being terminated by either party giving not less than three-month prior notice and is subject to the retirement by rotation and re-election in accordance with the Bye-laws of the Company and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. Mr. Shi Hua is entitled to an annual salary of HK\$1,560,000 which is recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities toward the Company, the Company’s remuneration policy and the prevailing market conditions. For the year ended 31 March 2017, Mr. Shi Hua received by way of remuneration approximately HK\$1,699,000 from the Company. The principal of his remuneration package include salary, allowance, discretionary management bonus and mandatory provident fund schemes contributions.

Relationships

Mr. Shi Hua is a director of certain subsidiaries of the Company. Mr. Shi Hua is a father of Mr. Shi Jun, an executive Director and the chief executive officer of the Company. Save as aforesaid and as at the Latest Practicable Date, (a) Mr. Shi Hua did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and (b) Mr. Shi Hua did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group.

Interest in Shares

Within the meaning of Part XV of the SFO and as at the Latest Practicable Date, Mr. Shi Hua is interested in 221,780,000 Shares and 5,000,000 shares options personally. The balance of 2,300,000,000 Shares were corporate interest where 1,150,000,000 Shares and the maximum number of 1,150,000,000 Shares issuable under the convertible notes were held by Master Point Overseas Limited, the entire issued share capital of which is legally and beneficially owned by Mr. Shi Hua. Save as disclosed above, Mr. Shi Hua does not have any interest in the Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Shi Hua involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. SHI JUN, aged 35, an executive Director and chief executive officer***Qualifications and experience***

Mr. Shi Jun, aged 35, was appointed as an executive Director and chief executive officer of the Company on 15 December 2011 and 23 January 2014 respectively.

From 2003 to 2005, Mr. Shi Jun worked for 浙江富安移民經濟開發有限公司 (Zhejiang Fu An Immigration Economic Development Company Limited*) as a deputy business manager, and was responsible for business development. From 2005 to 2007, Mr. Shi Jun worked for 杭州好樂天禮儀服務有限公司 Hangzhou Haoletian Etiquette Services Co., Ltd) (“**Hangzhou Haoletian**”) as a deputy general manager responsible for the company’s overall business.

In 2007, Mr. Shi Jun worked for Zhejiang Anxian Yuan as an assistant general manager responsible for the company's human resources and general business plan. He has been the general manager of Zhejiang Anxian Yuan since 2008, responsible for the company's overall daily operations. He is currently a director of Zhejiang Anxian Yuan.

Length of service and emolument

Mr. Shi Jun has entered into a service contract with the Company for a term of one year which will continue thereafter until being terminated by either party giving not less than three-month prior notice and is subject to the retirement by rotation and re-election in accordance with the Bye-laws of the Company and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. Mr. Shi Jun is entitled to an annual salary of HK\$1,320,000 which is recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities toward the Company, the Company's remuneration policy and the prevailing market conditions. For the year ended 31 March 2017, Mr. Shi Jun received by way of remuneration approximately HK\$1,448,000 from the Company. The principal of his remuneration package include salary, allowance, discretionary management bonus and mandatory provident fund schemes contributions.

Relationships

Mr. Shi Jun is a director of certain subsidiaries of the Company. Mr. Shi Jun is a son of Mr. Shi Hua, an executive Director and the chairman of the Company. Save as aforesaid and as at the Latest Practicable Date, (a) Mr. Shi Jun did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and (b) Mr. Shi Jun did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group.

Interest in Shares

Within the meaning of Part XV of the SFO and as at the Latest Practicable Date, Mr. Shi Jun is interested in 122,000,000 Shares and 43,000,000 shares options personally. Save as disclosed above, Mr. Shi Jun does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Shi Jun involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. LAW FEI SHING, aged 57, an executive Director***Qualifications and experience***

Mr. Law Fei Shing (“**Mr. Law**”), aged 57, was appointed as an Independent Non-executive Director on 4 June 2009 and was re-designated to Executive Director on 10 June 2009. He is also the company secretary and Deputy Chief Executive Officer of the Company as from 22 July 2011 and 23 January 2014 respectively.

Mr. Law is a certified public accountant practicing in Hong Kong. He is also a member of American Institute of Certified Public Accountants (AICPA), USA and associate member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Law has over 27 years of experience in the audit and accounting services.

Currently, Mr. Law is an executive director of China Assurance Finance Group Limited (stock code: 8090), and a non-executive director of each of Beautiful China Holdings Company Limited (stock code: 706), Pak Tak International Limited (stock code: 2668) (He was re-designated from the executive director to the non-executive director of Pak Tak International Limited on 16 December 2014) and S. Culture International Holdings Limited (stock code: 1255).

Mr. Law was an executive director and a non-executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355) from November 2014 to April 2016 and from April 2016 to December 2016 respectively. He was also the company secretary of Orient Securities International Holdings Limited (stock code: 8001) from February 2009 to May 2016 and an executive director and the company secretary of Bestway International Holdings Limited (now known as “Tai United Holdings Limited”) (stock code: 718) from January 2009 to May 2013 and from January 2009 to January 2013 respectively.

Length of service and emolument

Mr. Law has entered into a service contract with the Company for a term of one year which will continue thereafter until being terminated by either party giving not less than three-month prior notice and is subject to the retirement by rotation and re-election in accordance with the Bye-laws of the Company and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. Mr. Law is entitled to an annual salary of HK\$1,200,000 which is recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities toward the Company, the Company's remuneration policy and the prevailing market conditions. For the year ended 31 March 2017, Mr. Law received by way of remuneration approximately HK\$1,318,000 from the Company. The principal of his remuneration package include salary, allowance, discretionary management bonus and mandatory provident fund schemes contributions.

Relationships

Mr. Law is a director of certain subsidiaries of the Company. Save as aforesaid and as at the Latest Practicable Date, (a) Mr. Law did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and (b) Mr. Law did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group.

Interest in Shares

Within the meaning of Part XV of the SFO and as at the Latest Practicable Date, Mr. Law is interested in 20,000,000 Shares and 37,000,000 shares options personally. Save as disclosed above, Mr. Law does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Law involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. LUM PAK SUM, aged 56, an independent non-executive Director***Qualifications and experience***

Mr. Lum Pak Sum (“**Mr. Lum**”), aged 56, was appointed as an Independent Non-Executive Director on 15 May 2017. Mr. Lum obtained a master’s degree in business administration from The University of Warwick in 1994 and a bachelor’s degree in laws from University of Wolverhampton in 2002. He has been currently a non-practising fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. U.K. since 1996 and 1993 respectively. Mr. Lum possesses over 20 years working experience in money market and capital market.

Mr. Lum was an independent non-executive director of Pak Tak International Limited (stock code: 2668) from June 2014 to November 2014, Sinogreen Energy International Group Limited (stock code:1159) (now known as “Jimei International Entertainment Group Limited”) from April 2009 to November 2014 and Asia Resources Holdings Limited (stock code: 899) from November 2010 to January 2015 whose shares are listed on the Main Board of the Stock Exchange.

Mr. Lum was also a non-executive director of Orient Securities International Holdings Limited (stock code: 8001), whose shares are listed on the Growth Enterprise Market (“**GEM Board**”) of the Stock Exchange, for the period from January 2014 to June 2015.

Since August 2007, January 2014, December 2014, August 2016, June 2017 and May 2015, Mr. Lum has been an independent non-executive director of Great China Properties Holdings Limited (stock code: 21), Beautiful China Holdings Company Limited (stock code: 706), Yu Hua Energy Holdings Limited (stock code: 2728), Kwan On Holdings Limited (stock code: 1559) and S. Culture International Holdings Limited (stock code: 1255), whose shares are listed on the Main Board of the Stock Exchange and i-Control Holdings Limited (stock code: 8355), whose shares are listed on the GEM Board of the Stock Exchange, respectively. He has also been an independent director of Asia Green Agriculture Corporation, a company trading on the Over-the-Counter Bulletin Board in the United States of America, since September 2011 and privatized in November 2014.

Length of service and emolument

Mr. Lum has entered into a service contract with the Company for a term of one year which will continue thereafter until being terminated by either party giving not less than three-month prior notice and is subject to the retirement by rotation and re-election in accordance with the Bye-laws of the Company and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. Mr. Lum is entitled to an annual salary of HK\$120,000 which is recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities toward the Company, the Company's remuneration policy and the prevailing market conditions.

Relationships

Save as aforesaid and as at the Latest Practicable Date, (a) Mr. Lum did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and (b) Mr. Lum did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group.

Interest in Shares

Within the meaning of Part XV of the SFO and as at the Latest Practicable Date, Mr. Lum does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Lum involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF AGM



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Anxian Yuan China Holdings Limited (the “**Company**”) will be held at 9th Floor, Cheuk Nang Plaza, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 22 September 2017 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors (the “**Directors**”) and independent auditors of the company for the year ended 31 March 2017;
2. (i) each as a separate resolution, to re-elect the following Directors:
 - (a) Mr. Shi Hua as executive Director;
 - (b) Mr. Shi Jun as executive Director;
 - (c) Mr. Law Fei Shing as executive Director; and
 - (d) Mr. Lum Pak Sum as independent non-executive Director.
 - (ii) To authorize the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as auditor of the Company for the ensuring year and to authorise the board of Directors to fix their remuneration;

* For identification purposes only

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SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

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- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of Shares which may be repurchased by the Company on the Stock Exchange or any other stock exchange recognised for this purpose by the SFC and the Stock Exchange under the Hong Kong Code in Share Repurchase pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”
7. To transact any other business.

By Order of the Board
Anxian Yuan China Holdings Limited
Shi Hua
Chairman and Executive Director

Hong Kong, 13 July 2017

NOTICE OF AGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head Office and Principal place of
business in Hong Kong:*

9th Floor
Cheuk Nang Plaza
250 Hennessy Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the annual general meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the Company's Hong Kong Branch Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of Shares, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. In relation to the ordinary resolutions nos. 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares of the Company.