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YUXING INFOTECH INVESTMENT HOLDINGS LIMITED

裕興科技投資控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8005)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Yuxing InfoTech Investment Holdings Limited (the “**Company**”) will be held at Unit 2107-8, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 15th November 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement on the reorganisation of the equity and assets of 北京金裕興電子技術有限公司 (Beijing Golden Yuxing Electronics and Technology Company Limited) (“**Golden Yuxing**”) dated 11th October 2013 (the “**Agreement**”, a copy of which has been produced to this Meeting marked “**A**” and initialled by the Chairman of this Meeting for the purpose of identification) in relation to (i) the proposed disposal of the 100% equity interests in Golden Yuxing by Yuxing Group (International) Limited (“**Yuxing International**”) and 盛邦強點電子(中山)有限公司 (Sheng Bang Qiang Dian Electronics (Zhongshan) Company Limited), both of which are wholly-owned subsidiaries of the Company, to 華浩信聯(北京)投資有限公司 (Hua Hao Xin Lian (Beijing) Investment Co., Ltd.*), and (ii) the proposed repurchase(s) by Yuxing International or its designated entities of no more than 41 million but no less than 27 million “A” shares of 中國平安保險(集團)股份有限公司 (Ping An Insurance (Group) Company of China, Ltd.) which are listed on the Shanghai Stock Exchange (Stock code: 601318) (“**Ping An A Shares**”) from 工布江達江南實業發展有限公司 (Gongbujiangda Jiangnan Industrial Development Co. Ltd.*) (“**JJ**”), and all transactions contemplated under the Agreement, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized to effect the Proposed Repurchase(s) for and on behalf of Yuxing International or its designated entities and to determine as they consider appropriate, without limitation, the number of batches of repurchases, the number of Ping An A Shares to be repurchased in each batch, the timing of each repurchase and the total number of Ping An A Shares to be repurchased, to do all such acts and

things, execute all such documents and exercise all powers as he considers necessary or expedient or desirable in connection with, or to give effect to, the Agreement and to implement and/or give effect to the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

2. “**THAT**

- (a) subject to the passing of the resolution numbered 1 as set out in the notice convening this meeting, Directors be authorised to exercise all the powers of the the Company and/or its subsidiaries (the “**Group**”) to effect the disposal of the Group’s interests in an aggregate of up to 14 million Ping An A Shares, being the difference between the maximum number of 41 million Ping An A Shares and the minimum of 27 million Ping An A Shares to be acquired by the Group under the proposed repurchase(s) (“**Proposed Repurchase(s)**”) as referred to in the resolution numbered 1 as set out in the notice convening this meeting, to potential buyers (the “**Disposal Mandate**”) during the Repurchase Period for facilitating subsequent Proposed Repurchase(s), and for such purpose the Directors are authorised and empowered to determine, decide, execute and implement with full discretion all matters relating to the disposals pursuant to the Disposal Mandate, including, without limitation, the number of batches of disposals, the number of Ping An A Shares to be sold in each disposal, the timing of each disposal, the manner of disposal (whether in the open market or through block trade(s)), the target purchasers and the selling price, subject to the following parameters:
 - (i) apart from disposal of the repurchased Ping An A Shares in the open market on the Shanghai Stock Exchange, the Group may also dispose of its holding of Ping An A Shares during the mandate period through block trade(s) to identified buyer(s) or by way of placing through open market sales placing agent(s); the terms and conditions of such block trade(s) or disposal will be negotiated on an arms’ length basis;
 - (ii) the selling price per Ping An A Share that is to be sold (either through placing agent, brokerage or otherwise) in the open market or through block trade(s) shall represent no more than a 10% discount to the closing price of the Ping An A Shares on the Shanghai Stock Exchange on the last trading day immediately prior to the date of the relevant sale and purchase agreement, which was determined by the Board with reference to market practice for block trade(s) and the requirement for “A” shares companies to suspend trading if their share prices fluctuate by more than 10% from the previous closing prices; the Directors shall also take into account the then prevailing share price performance of Ping An A Shares and market sentiment in determining the selling price of the Ping An A Shares to be disposed of in the open market, through block trade(s) or by way of placing; and

- (iii) whether the disposal is made in the open market, through block trade(s) or by way of placing, the minimum selling price per Ping An A Share shall not be less than the Repurchase Price per Ping An A Share (subject to adjustments to reflect the theoretical price of each Ping An A Share as a result of any increase or decrease in the share capital of Ping An including capitalisation of capital reserves and surplus reserves, distribution of stock dividends and reduction of share capital);

and on the basis that any proceeds arising from the exercise of the Disposal Mandate which will not be used for making subsequent Proposed Repurchase(s) of Ping An A Shares, for instance, as a result of the market price of each Ping An A Share being lower than the Repurchase Price per Ping An A Shares, will be utilised for other suitable investment opportunities as the Directors consider appropriate.

- (b) the Directors be and are hereby authorised to do all such acts and things, execute all such documents and exercise all powers as he considers necessary or expedient or desirable in connection with, or to give effect to, the disposal of Ping An A Shares pursuant to the Disposal Mandate and to implement and/or give effect to the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements; and
- (c) for the purpose of this Resolution:
 - (i) “Repurchase Period” means the 90 days after the date when the total consideration in respect of the disposal of Golden Yuxing is fully paid by the purchaser under the Agreement as referred to in the resolution numbered 1 as set out in the notice convening this meeting, to the vendors under the Agreement, as extended by the number of trading days for which the trading of the Ping An A Shares is suspended; and
 - (ii) “Repurchase Price per Ping An A Share” shall be RMB37.29 per Ping An A Share, calculated with reference to the aggregate trading value of Ping An A Shares for the 20 consecutive trading days prior to the date of the Agreement divided by the aggregate trading volume of Ping An A Shares for the 20 consecutive trading days prior to the date of the Agreement.”

By Order of the Board
Yuxing InfoTech Investment Holdings Limited
Chen Fu Rong
Deputy Chairman

Hong Kong, 31st October 2013

Principal place of business in Hong Kong:

Unit 2107-8, 21/F
Exchange Tower
33 Wang Chiu Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. For details of the resolutions, please refer to the circular of the Company dated 31st October 2013.
 2. Any registered holder of the Shares (the “Member”) entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the special general meeting. A proxy need not be a Member.
 3. In order to be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the office of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or adjourned meeting at which the person named in the instrument proposes to vote.
 4. Delivery of an instrument appointing a proxy will not preclude a Member from attending and voting in person at the special general meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
 5. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the special general meeting should be voted by poll.
- * *For identification purposes only*

As at the date hereof, the executive Directors are Mr. Zhu Wei Sha, Mr. Chen Fu Rong, Mr. Shi Guang Rong, Mr. Zhu Jiang and Mr. Wang An Zhong; and the independent non-executive Directors are Mr. Wu Jia Jun, Mr. Zhong Peng Rong and Ms. Shen Yan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.yuxing.com.cn.