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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)

ADOPTION OF SHARE AWARD SCHEME

The Board has adopted the Share Award Scheme on 6th October 2014 in which the Eligible Employees will be entitled to participate. The purpose of the Share Award Scheme is to recognise and reward the contribution of certain employees to the business growth and development of the Group through an award of Shares. Pursuant to the Share Award Scheme, the Shares will be acquired by the Trustee at the cost of the Company and be held in trust for the Selected Employees until the end of each vesting period.

The total number of Shares which may be granted to the Selected Employees under the Share Award Scheme shall not exceed 3 percent (3%) of the total issued share capital of the Company from time to time.

The Board had adopted the Share Award Scheme on the Adoption Date. A summary of the principal terms of the Share Award Scheme is set out below:

PURPOSES OF THE SHARE AWARD SCHEME

The purpose of the Share Award Scheme is to recognise and reward the contribution of certain employees to the business growth and development of the Group through an award of Shares.

ADMINISTRATION

The Share Award Scheme shall be subject to the administration of the Board in accordance with the rules of the Share Award Scheme.

PARTICIPANTS

The Board may, in its absolute discretion, make an award to any employee (excluding any director and any chief executive) of the Company or any of its subsidiaries for the time being and from time to time) (“**Eligible Employee**”).

The eligibility of any of the Eligible Employees to an award shall be determined by the Board from time to time on the basis of the Board’s opinion as to his or her contribution to the business growth and development of the Group.

POOL OF AWARDED SHARES

The Board shall notify the Trustee (which was appointed as the trustee for the purpose of the Share Award Scheme) in writing upon the making of an award to an Eligible Employee (the “**Selected Employee**”) under the Share Award Scheme. Upon the receipt of such notice, the Trustee shall set aside the appropriate number of awarded Shares out of a pool of Shares (the “**Shares Pool**”) comprising the following:

- (a) the Shares which will be purchased by the Trustee at such time and prices as may be considered by the Trustee to be appropriate by utilising the trust fund to be paid by the Company to the Trustee pursuant to the Trust Deed;
- (b) such Shares as may be purchased by the Trustee by utilising the funds allocated by the Board out of the Company’s resources; and
- (c) such Shares which remain unvested and revert to the Trustee by reason of a lapse of an award.

PURCHASE OF SHARES BY THE TRUSTEE

The Trustee shall have the right to, in its sole discretion, determine whether any Shares are to be purchased on the Stock Exchange or off the Stock Exchange.

In the event that the aggregate number of Shares held by the Trustee in the Shares Pool after deducting the number of awarded Shares set aside pursuant to the awards already made and outstanding is insufficient for the purposes of satisfying any further awards to be made under the Share Award Scheme, the Board may forthwith notify and instruct the Trustee who shall satisfy any shortfall, actual or contingent, in the awarded Shares by purchasing the relevant number of Shares at such prices as may be considered by the Trustee to be appropriate.

The Board shall procure that subject to the limit referred to in the paragraph headed “Maximum Limit” below, adequate funds are paid out of the Company’s resources to the Trustee to enable the Trustee to acquire the appropriate number of Shares in order to satisfy the outstanding awards from time to time made under the Share Award Scheme.

If any new Shares will be allotted and issued to satisfy the awards to be made under the Share Award Scheme, a separate announcement will be made by the Company in compliance with the GEM Listing Rules.

MAXIMUM LIMIT

The total number of Shares which may be granted to the Selected Employees under the Scheme shall not exceed 3 percent (3%) of the total issued share capital of the Company from time to time.

VESTING OF THE AWARDED SHARES

The legal and beneficial ownership of the relevant awarded Shares shall vest in the relevant Selected Employee within 20 Business Days after the latest of:

- (a) the date specified by the Board on the notice of the award;
- (b) where applicable, the date on which the condition(s) or performance target(s) (if any) to be attained by such Selected Employee as specified in the related notice of award have been attained and notified to the Trustee by the Board in writing; and
- (c) where applicable, the date on which the Trustee has completed the purchase of Shares for the purpose of making the relevant award.

RESTRICTIONS ON THE TIME OF MAKING AWARDS, PURCHASE AND/OR VESTING

Neither an award under the Scheme nor purchase of Shares by the Trustee shall be made:

- (a) at any time after any inside information has come to the knowledge of the Company, until such inside information has been announced in accordance with the GEM Listing Rules;
- (b) on any day on which the financial results of the Company are published and (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (ii) during the period of 30 days immediately preceding the publication date of the quarterly results or half-year results. or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results; or
- (c) in any other circumstances which are prohibited under the GEM Listing Rules or not recommended under the Corporate Governance Code under the GEM Listing Rules.

During the period at which the Board is restricted under the Share Award Scheme from making any award, no purchases of Shares and no vesting of Shares can be effected by the Trustee.

VOTING RIGHTS

The Trustee shall not exercise the voting rights in respect of any Shares held by it as nominee or under the trust.

PERIOD OF THE SHARE AWARD SCHEME

The Share Award Scheme will remain in force for a period of 3 years commencing on the Adoption Date.

LAPSE OF AWARDS

If the Selected Employee ceases to be any Eligible Employee by reason of a termination of his employment with the Group for whatever reason other than his death or retirement in accordance with his contract of employment, an award made to such Selected Employee shall forthwith lapse and be cancelled. If any Selected Employee ceases to be an Eligible Employee by reason only of his death or retirement in accordance with his contract of employment, the awarded Shares which are set aside for him pursuant to an award shall be transferred to or vested in him or, as the case may be, his personal representative(s) in accordance with the Share Award Scheme.

In the event that any Selected Employee ceases to be an Eligible Employee by reason of summary dismissal for misconduct, committing of a criminal offence, or other breach of his or her terms of employment, an award made to such Selected Employee shall forthwith lapse.

TERMINATION OF THE SHARE AWARD SCHEME

The Board may by resolution at any time terminate the operation of the Share Award Scheme and in such event no further awards shall be made provided that such termination shall not affect any subsisting rights of any Selected Employee in respect of any award made to him prior to such termination.

DEFINITIONS

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

“Adoption Date”	6th October 2014, being the date on which the Board adopted the Share Award Scheme
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Company”	Yuxing InfoTech Investment Holdings Limited, an exempted company incorporated in Bermuda with limited liability whose Shares are listed on the GEM
“Directors”	the directors of the Company
“Eligible Employee”	has the meaning ascribed to it under the paragraph headed “Participants” of this announcement
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Selected Employee”	has the meaning ascribed to it under the paragraph headed “Pool of awarded Shares” of this announcement
“Share(s)”	ordinary share(s) of par value of HK\$0.025 each in the share capital of the Company
“Share Award Scheme”	the share award scheme of the Company adopted by the Board on the Adoption Date, the principal terms of which are set out in this announcement
“Shares Pool”	has the meaning ascribed to it under the paragraph headed “Pool of awarded Shares” of this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust Deed”	the trust deed entered into between the Company and the Trustee on 6th October 2014 (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Share Award Scheme
“Trustee”	Billion State Limited, a company incorporated in the British Virgin Islands, the initial trustee appointed by the Company for the administration of the Share Award Scheme pursuant to the Trust Deed

By order of the Board
Yuxing InfoTech Investment Holdings Limited
Zhu Wei Sha
Chairman and Executive Director

Hong Kong, 6th October 2014

* *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. Wang An Zhong and Mr. Zhu Jiang; and the independent non-executive Directors are Mr. Wu Jia Jun, Mr. Zhong Peng Rong and Ms. Shen Yan.

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.