

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18th March 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 settlement agreement dated 30th January 2013 (the “Settlement Agreement”, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) between 北京金裕興電子技術有限公司 (Beijing Golden Yuxing Electronics and Technology Company Limited) (“Golden Yuxing”), a wholly-owned subsidiary of the Company, and 廣東健力寶集團有限公司 (Guangdong Jianlibao Group Company Limited*) (“JLB Group”) in relation to the payment of the amount of RMB450 million (“Settlement Fee”) in full and final settlement of the legal proceedings and the extinguishment of all existing and possible claims, liabilities, or other rights and obligations that exist between the parties before the signing of the Settlement Agreement in respect of the 36.66% equity interest in 工布江達江南實業發展有限公司 (Gongbujiangda Jiangnan Industrial Development Co., Ltd.*) (“JI Equity Interest”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the final settlement agreement dated 4th February 2013 (the “Final Settlement Agreement”, a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) among (i) Golden Yuxing, 北京裕興軟件有限公司 (Beijing Yuxing Software Company Limited), 佛山市智興電子有限公司 (Foshan Zhixing Technology Company Limited), 盛邦強點電子(深圳)有限公司 (Sheng Bang Qiang Dian Electronics (Shenzhen) Company Limited), all being wholly-owned subsidiaries of the Company, 北京靈思信息系統有限公司

(Beijing Ling Si Information System Company Limited*) and Mr. Zhu Wei Sha as party A; (ii) JLB Group, 佛山市三水健力寶健康產業投資有限公司 (Foshan Sanshui Jianlibao Health Industry Investment Company Limited*), 佛山市三水正天科技投資有限公司 (Foshan Sanshui Zheng Tian Technology Investment Company Limited*) and Mr. Ye Hong Han as party B; and (iii) Mr. Zhang Hai as party C in relation to the payment of the Settlement Fee in full and final settlement of the legal proceedings and the extinguishment of all existing and possible claims, liabilities, or other rights and obligations that exist between the parties before the signing of the Final Settlement Agreement in respect of the JI Equity Interest and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (c) the directors of the Company (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 Settlement Agreement and the Final Settlement 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 resolution numbered 1 as set out in the notice convening this meeting, the guarantee dated 4th February 2013 (the “New Guarantee”, a copy of which has been produced to this meeting and marked “C” and initialled by the chairman of the meeting for the purpose of identification) by the Company as guarantor in favour of JLB Group, which is in substitution of the guarantee dated 30th January 2013 provided by the Company in favour of JLB Group, in respect of the obligations of Golden Yuxing to pay the Settlement Fee under the Settlement Agreement and the Final Settlement Agreement up to the maximum amount of RMB450 million and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (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 New Guarantee 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.”

3. “THAT

(a) subject to the passing of resolutions numbered 1 and numbered 2 as set out in the notice convening this meeting, the Directors be authorised to exercise (as hereinafter defined) all the powers of the Company to effect the disposal of the Company’s indirect economic interest in “A” shares of Ping An Insurance (Group) Company of China, Ltd. (“Ping An A Shares”) through 工布江達江南實業發展有限公司 (Gongbujiangda Jiangnan Industrial Development Co., Ltd.*) (“JI”), to potential buyers, in settlement of the whole or part of the Settlement Fee (the “Possible Disposal”) during the Relevant Period, subject to the following parameters:

(xx) the aggregate number of Ping An A Shares which may be disposed of by the Directors pursuant to the approval in resolutions numbered 3(a) and 3(b) as set out in the notice convening this meeting shall not exceed such number of Ping An A Shares which may generate net proceeds in the aggregate sum (excluding taxes and expenses) of more than RMB450 million; and

(yy) In respect of the selling price per Ping An A Share:

(i) the selling price per Ping An A Share that is to be sold through block trade(s) shall represent no more than a 10% discount to the closing price of Ping An A Shares on Shanghai Stock Exchange on the last trading day immediately prior to the date of the relevant sale and purchase agreement in relation to such block trade; and

(ii) 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 RMB42;

(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 Possible Disposal 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:

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

(i) the expiration of a period of 18 months from the day following the date of acknowledgment by the relevant local Administration for Industry and

Commerce of the notice issued by the Higher People's Court of Guangdong Province of the People's Republic of China in relation to the release of Golden Yuxing's 29.472% equity interest in JI (and hence the associated economic benefits of 41 million Ping An A Shares); and

- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Company in general meeting.”

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

Hong Kong, 28th February 2013

Principal place of business in Hong Kong:

Unit 1808, 18th Floor
Tower III, Enterprise Square
9 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. 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.
2. 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.
3. 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.
4. 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 and Mr. Wang An Zhong; 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.*