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## **YUSEI HOLDINGS LIMITED**

**友成控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 96)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of YUSEI HOLDINGS LIMITED (the “**Company**”) will be held at Lin Gang Industrial Zone, Henggentou Village, Guali Town, Xiaoshan District, Hangzhou City, Zhejiang Province, the PRC on Wednesday, 7 May 2014 at 3:00 p.m. or at any adjournment thereof for the following purposes which will be proposed as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**, conditional upon the fulfillment of the conditions precedent of the Subscription Agreement as amended and supplemented by the Supplemental Agreement (each as defined in the circular of the Company dated 14 April 2014 in relation to, amongst others, the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver (as defined therein)), marked “A” and initialed by the chairman of the meeting for identification purpose:
  - (a) the Subscription Agreement and the Supplemental Agreement be and is hereby approved, confirmed and ratified;
  - (b) the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement and the Supplemental Agreement be and is hereby approved; and
  - (c) any one director of the Company be and is hereby authorised to do all such acts and things and execute such documents and take all steps which, in his opinion

deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Subscription Agreement and the Supplemental Agreement for and on behalf of the Company.”

2. “**THAT**, subject to the passing of the resolution set out as Resolution No. 1 in the notice convening the meeting, the Whitewash Waiver granted or to be granted by the Executive (as defined in the Circular) to the Subscribers (as defined in the Circular) be and is hereby approved and any one director of the Company be and is hereby authorised to do all such things and take all such actions as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver.”

By Order of the Board  
**Yusei Holdings Limited**  
**Katsutoshi Masuda**  
*Chairman*

PRC, 14 April 2014

*Notes:*

- i. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles and association of the Company, vote in his stead. A proxy need not be a member of the Company.
- ii. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- iii. Delivery of an instrument appointing a proxy should not preclude 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.
- iv. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- v. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- vi. Attendants should bear their own travelling, accommodation and other expenses.
- vii. As at the date of this notice, the board of the Company comprises seven Directors with Xu Yong and Manabu Shimabayashi as executive directors; Katsutoshi Masuda and Toshimitsu Masuda as non-executive directors; and Lo Ka Wai, Fan Xiaoping and Hisaki Takabayashi as independent non-executive directors.