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## THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**AND**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(3) PROPOSAL FOR DECLARATION OF FINAL DIVIDEND**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company to be held at Units 2107-08, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 15th May 2015 at 11:00 a.m. is set out in Appendix III to this circular.

A form of proxy for the annual general meeting of the Company is enclosed with this circular. If you do not propose to attend the annual general meeting of the Company, you are requested to complete the proxy form and return the same at the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the annual general meeting of the Company or any adjourned meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the annual general meeting of the Company or any adjourned meeting if you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://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](http://www.yuxing.com.cn).

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at Units 2107-08, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 15th May 2015 at 11:00 a.m.
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company, as amended from time to time
“Company”	Yuxing InfoTech Investment Holdings Limited, a company incorporated in Bermuda with limited liability and whose Shares are listed on GEM
“Directors”	directors of the Company
“Exchange”	The Stock Exchange of Hong Kong Limited
“GEM”	The Growth Enterprise Market of the Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30th March 2015, being the latest practicable date for ascertaining certain information in this circular prior to the printing of this circular
“New Issue Mandate”	the general mandate for the Directors to exercise the power of the Company to allot, issue, grant, distribute and deal with new Shares, new securities convertible into Shares or new options, warrants or similar rights to subscribe for any Shares or such convertible securities not exceeding 20% of the aggregate of the total nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving such mandate

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## DEFINITIONS

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“PRC”	the People’s Republic of China (excluding Hong Kong, Taiwan and Macau)
“Repurchase Mandate”	the general mandate for the Directors to exercise the power of the Company to repurchase Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities up to a maximum of 10% of the aggregate of the total nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving such mandate
“SFO”	Securities and Futures Ordinance
“Share(s)”	share(s) of nominal value of HK\$0.025 each in the share capital of the Company
“Shareholders”	holders of Shares
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as amended from time to time
“%”	per cent.

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## LETTER FROM THE BOARD OF DIRECTORS

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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)

*Executive Directors:*

Zhu Wei Sha (*Chairman*)

Chen Fu Rong (*Deputy Chairman*)

Shi Guang Rong

Wang An Zhong

Zhu Jiang

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-executive Directors:*

Wu Jia Jun

Zhong Peng Rong

Shen Yan

*Principal place of business*

*in Hong Kong:*

Units 2107-08, 21/F

Exchange Tower

33 Wang Chiu Road

Kowloon Bay

Kowloon

Hong Kong

2nd April 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**AND**

**(2) RE-ELECTION OF RETIRING DIRECTORS**

**AND**

**(3) PROPOSAL FOR DECLARATION OF FINAL DIVIDEND**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information on the New Issue Mandate, the Repurchase Mandate, the re-election of retiring Directors, the declaration of final dividend and to give you notice of the AGM, in order for you to make an informed decision on whether to approve the relevant resolutions at the forthcoming AGM.

\* For identification purposes only

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## LETTER FROM THE BOARD OF DIRECTORS

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### MANDATES

At the AGM, resolutions will be proposed to approve, inter alia, the following:

- (a) the grant to the Directors of a general mandate to allot, issue, grant, distribute and deal with new Shares, new securities convertible into Shares or new options, warrants or similar rights to subscribe for any Shares or such convertible securities not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of passing of such resolution;
- (b) the grant to the Directors of a general mandate to repurchase Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities not exceeding 10% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of passing of such resolution; and
- (c) to add to the mandate for issuing Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities set out in (a) above the number of Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities repurchased by the Company pursuant to the repurchase mandate set out in (b) above.

The existing general mandates to issue and repurchase Shares were granted to the Directors at the annual general meeting of the Company held on 16th May 2014 and will expire at the conclusion of the AGM.

### NEW ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed which, if passed, will give the Directors the New Issue Mandate, details of which are set out in ordinary resolution no. 5 of the notice of the AGM. In addition, conditional upon the proposed resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue, grant, distribute and deal with new Shares, new securities convertible into Shares or new options, warrants or similar rights to subscribe for any Shares or such convertible securities up to an amount equal to the aggregate of the total nominal amount of the Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities repurchased by the Company in order to provide flexibility for issuing new Shares, new securities convertible into Shares or new options, warrants or similar rights to subscribe for any Shares or such convertible securities when it is in the interests of the Company to do so, details of which are set out in ordinary resolution no. 7 of the notice of the AGM.

As at the Latest Practicable Date, the total issued share capital of the Company was 1,792,116,800 Shares. Assuming no change in the issued share capital between the Latest Practicable Date and the date of the AGM, a maximum of 358,423,360 Shares or options, warrants or similar rights to subscribe for the same number of Shares or such convertible securities may be issued representing 20% of the issued share capital of the Company as at the date of the AGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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### REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 6 of the notice of the AGM. The Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

Appendix I to this circular contains an explanatory statement which includes all the information required by Rule 13.08 of the GEM Listing Rules concerning the Repurchase Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, Mr. Chen Fu Rong, Mr. Wang An Zhong, Mr. Zhong Peng Rong and Ms. Shen Yan shall retire and, being eligible, offer themselves for re-election at the AGM.

According to Appendix 15 to the GEM Listing Rules, it is recommended that serving more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Ms. Shen Yan ("Mr. Shen") has been appointed as an Independent Non-executive Director for more than nine years. The Company has received from Ms. Shen confirmation of independence according to Rule 5.09 of the GEM Listing Rules. Ms. Shen has not engaged in any executive management of the Group. Taking into consideration of her independent scope of work in the past years, the Directors consider Ms. Shen to be independent under the GEM Listing Rules despite the fact that she has served the Company for more than nine years. The Board believes that Ms. Shen's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Ms. Shen who has over time gained valuable insight into the Group. Ms. Shen has served as an Independent Non-executive Director since January 2005 and her re-election is subject to a separate resolution to be approved by Shareholders at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Chen Fu Rong and Mr. Wang An Zhong who offer themselves for re-election as executive Directors and Mr. Zhong Peng Rong and Ms. Shen Yan who offer themselves for re-election as Independent Non-executive Directors.

Particulars relating to the above named Directors are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD OF DIRECTORS

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### PROPOSAL FOR DECLARATION OF FINAL DIVIDEND

The Board recommends that subject to the approval by Shareholders at the AGM, a final dividend of HK\$ 0.05 per Share for the year ended 31st December 2014 will be paid to the Shareholders whose names appear on the Company's register of members on Wednesday, 27th May 2015.

The Company's register of members will be closed during the following periods:

- (i) from 13th May 2015 to 15th May 2015, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the attendance at the annual general meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 12th May 2015 for registration; and
- (ii) from 21st May 2015 to 27th May 2015, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 20th May 2015 for registration.

### AGM AND ACTION TO BE TAKEN

A notice of AGM is set out in Appendix III to this circular.

A form of proxy for the AGM is enclosed with this circular. If you do not intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM should be voted by poll.

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## LETTER FROM THE BOARD OF DIRECTORS

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### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

### RECOMMENDATION

The Directors are of the opinion that the proposals to grant the New Issue Mandate, the Repurchase Mandate, the re-election of retiring Directors and the declaration of final dividend to in this circular are in the best interests of the Company and its Shareholders as a whole and recommend that all Shareholders vote in favour of all the resolutions relating to the New Issue Mandate, the Repurchase Mandate, the re-election of retiring Directors and the declaration of final dividend to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**Yuxing InfoTech Investment Holdings Limited**  
**Zhu Wei Sha**  
*Chairman*

*This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,792,116,800 Shares; Except the grant of share options by the Company (the “Share Options”) to subscribe for a total of 107,527,008 Shares on 16th January 2015 (Details of the Share Options are set out in the announcement of the Company dated 16th January 2015) and the issue of convertible bonds in the principal amount of approximately HK\$466 million by the Company on 30th January 2015 (Details of the convertible bond issued by the Company are set out in the announcements of the Company dated 23rd December 2014 and 30th January 2015), there was no options, warrants or similar rights to subscribe for any Shares or such convertible securities issued.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of AGM and on the basis that no further Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 179,211,680 Shares or options, warrants or similar rights to subscribe for the same number of Shares or such convertible securities during the period from the date on which such resolution is passed until the date 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 or any applicable laws of Bermuda to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities in the market. Repurchases of Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

## **3. FUNDING OF REPURCHASES**

The Directors propose that repurchase of Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities under the Repurchase Mandate would be financed by the Company’s internal sources and/or

existing banking facilities. In repurchasing Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda. The Company may not repurchase its own Shares, securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Exchange from time to time.

#### 4. GENERAL INFORMATION

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as at 31st December 2014) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous 12 months preceding the date of this circular are as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2014</b>		
March	1.49	1.26
April	1.35	1.18
May	1.28	1.00
June	1.17	1.00
July	1.08	0.86
August	1.13	0.90
September	1.09	0.93
October	1.09	0.99
November	1.33	0.99
December	1.88	1.32
<b>2015</b>		
January	2.46	1.45
February	3.34	2.25
March (up to the Latest Practicable Date)	4.03	2.50

**6. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates (as defined in the GEM Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to exercise the Repurchase Mandate.

**7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Bye-laws and any applicable laws of Bermuda.

**8. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its power to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code) with each other, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors, Super Dragon Co., Ltd. ("Super Dragon") and Gold Swiss Holdings Limited ("Gold Swiss") holding 660,000,000 Shares and 100,000,000 Shares, representing approximately 36.83 %, and 5.58% respectively of the issued share capital of the Company. The shareholders of Super Dragon are Mr. Zhu Wei Sha and Mr. Chen Fu Rong who own 63.60% and 36.40% of the entire issued share capital of this company respectively.

Save as disclosed above, as at the Latest Practicable Date, the Company was not notified by any person (other than Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares recorded in the register required to be kept by the Company under section 336 of the SFO.

Assuming that the shareholdings of each of Super Dragon and Gold Swiss remain the same as at the Latest Practicable Date and no further Shares are issued or repurchased, if the Repurchase Mandate were exercised in full, the percentage shareholding of each of them before and after such repurchase would be as follows respectively:

<b>Substantial Shareholders</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Super Dragon	36.83%	40.92%
Gold Swiss	5.58%	6.20%

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate, unless, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Ordinary Resolution no. 6, Super Dragon and parties acting in concert (as defined in the Takeovers Code) with it would be obliged to make a mandatory offer for all securities of the Company not already owned by them in accordance with Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation.

Further, assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of repurchase of Shares made by the Company, the exercise of the Repurchase Mandate in full will not result in the number of Shares held by the public falling below 25% as required by the GEM Listing Rules.

## **9. SHARE REPURCHASES MADE BY THE COMPANY**

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

*The following are the particulars of the Directors proposed to be re-elected at the AGM:*

**Mr. Chen Fu Rong (“Mr. Chen”)**

Mr. Chen Fu Rong, aged 54, is a co-founder of the Group. He has been a vice president of the Group since 1996 and the deputy chairman of the Group since 2004. He graduated from the Department of Automatic Control of Beijing University of Technology with a bachelor’s degree in engineering. He worked at the Industrial Economic Research Department of the China Social Science Institute and Beijing Machinery Electronics Company and has extensive experience in computer hardware design and management of research & development (“R&D”) activities. Mr. Chen possesses over 20 years’ experience in R&D and engineering management. Mr. Chen is currently the executive president of Shenzhen Sheng Bang and is deputy chairman of the Board. Mr. Chen is also a director and a shareholder of Super Dragon.

There is a service contract dated 1st June 2013 for a term of three years entered into between the Company and Mr. Chen, which is automatically renewed for successive terms of one year upon expiry of the then current term. Mr. Chen’s appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Chen is entitled to director’s emoluments of approximately CNY50,000 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Chen is a director and a shareholder of Super Dragon which has a 36.83% interest in the share capital of the Company and is interested in 1,792,116 Shares which may be issued upon the exercise of the Share Options already granted to Mr. Chen. Other than that, Mr. Chen does not have any interests in Shares within the meaning of Part XV of the SFO and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chen has not previously held any other position in the Company and he has not held any directorships in any other listed public companies in the last three years. There is no other information relating to Mr. Chen that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Wang An Zhong (“Mr. Wang”)**

Mr. Wang An Zhong, aged 58, is a vice president of the Group. He graduated with a master’s degree in engineering from the Department of Computer Science of Beijing University of Technology. He was an associate professor and has extensive experience in lecturing and scientific research. He has managed and was involved in a number of the State’s research projects and won several awards. Mr. Wang joined the Group in 1997 as the general manager of R&D department. He is currently the executive president in platform management department of the Company and the legal representative of Beijing E’rich Investment Management Co., Ltd, one of the wholly-owned subsidiaries of the Company.

There is a service contract dated 1st June 2013 for a term of three years entered into between the Company and Mr. Wang, which is automatically renewed for successive terms of one year upon expiry of the then current term. Mr. Wang’s appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Wang is entitled to director’s emoluments of approximately CNY47,200 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Wang is interested in 9,736,756 Shares of the Company (including the 3,000,000 Shares which may be issued upon the exercise of the Share Options granted to Mr. Wang). Other than that, Mr. Wang does not have any interests in Shares within the meaning of Part XV of the SFO and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Wang has not previously held any other position in the Company and he has not held any directorships in any other listed public companies in the last three years. There is no other information relating to Mr. Wang that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.



**Mr. Zhong Peng Rong (“Mr. Zhong”)**

Mr. Zhong Peng Rong, aged 62, is a renowned Chinese economist. He worked with the central government of the PRC for many years as a chief researcher. He now serves as a professor of several famous universities and as an adviser to over 21 enterprises and local governments of the PRC. As the chairman and research fellow of Beijing Shiye Consultancy Centre, he has formulated development strategies for enterprises in different industries and for local governments. He has an in-depth understanding of the macroeconomic environment and government administration in the PRC. Mr. Zhong was appointed as an Independent Non-executive Director in October 1999.

Mr. Zhong was reappointed by the Company as a Director for two years on 25th October 2013. Mr. Zhong’s appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Zhong is entitled to director’s emoluments of HKD100,000 per annum. He is not entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Zhong is interest in 2,600,000 Shares (including the 1,000,000 Shares which may be issued upon the exercise of the Share Options already granted to Mr. Zhong). Other than that, Mr. Zhong does not have any interests in Shares within the meaning of Part XV of the SFO and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Zhong has not previously held any position in the Company and he has not held any other directorships in listed public companies in the last three years. There is no other information relating to Mr. Zhong that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Ms. Shen Yan (“Ms. Shen”)**

Ms. Shen Yan, aged 51, holds a bachelor’s degree in Accounting and has over 20 years of experience in accounting and 16 years of experience in auditing. She is currently a tutor of Beijing University of Technology. Ms. Shen successively held important posts in a number of enterprises in the PRC and is well experienced in financial accounting, budget control and financial management. During that period, she took part in the research on the relevant financial management projects and has compiled and published a number of books on professional management. Before then, she worked in Beijing Zhong Gong Xin Certified Public Accountants (北京中公信會計師事務所), where she presided over audit works for the PRC and international renowned enterprises operating in various fields such as manufacturing, professional affairs and services, and has accumulated experiences in relation to corporate finance management and audit works. In April 2008, Ms. Shen was appointed as the chief accountant of the Beijing University of Technology Investment Company (北京工業大學投資公司). Ms. Shen was appointed as an Independent Non-executive Director in January 2005.

Ms. Shen was reappointed by the Company as a Director for two years on 12th January 2014. Ms. Shen’s appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Ms. Shen is entitled to director’s emoluments of HKD100,000 per annum. He is not entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Ms. Shen is interested in 1,524,000 Shares (including the 1,000,000 Shares which may be issued upon the exercise of the Share Options already granted to Ms. Shen). Other than that, Ms. Shen does not have any interests in Shares within the meaning of Part XV of the SFO and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Shen has not previously held any position in the Company and he has not held any other directorships in listed public companies in the last three years. There is no other information relating to Ms. Shen that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chen, Mr. Wang, Mr. Zhong and Ms. Shen as Directors.

**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 IS HEREBY GIVEN** that the annual general meeting of Yuxing InfoTech Investment Holdings Limited (the “Company”) will be held at Units 2107-08, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 15th May 2015 at 11:00 a.m. to transact the following ordinary businesses:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31st December 2014;
2. to declare a final dividend for the year ended 31st December 2014 of HK\$0.05 per ordinary share (each a “Share”) of HK\$0.025 each in the share capital of the Company;
3.
  - (a) to re-elect the retiring Director, Mr. Chen Fu Rong as an executive Director of the Company;
  - (b) to re-elect the retiring Director, Mr. Wang An Zhong as an executive Director of the Company;
  - (c) to re-elect the retiring Director, Mr. Zhong Peng Rong as an independent non-executive Director of the Company;
  - (d) to re-elect, approve and confirm the retiring Director, Ms. Shen Yan as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director;
  - (e) to authorise the Directors to fix the Director’s remuneration for the year ending 31st December 2015;
4. to re-appoint the Company’s auditors and to authorise the Directors to fix their remuneration;

\* For identification purposes only

and, as special business, to consider and, if thought fit, passing, with or without amendments, resolutions 5 to 7 as ordinary resolutions:

**ORDINARY RESOLUTIONS**

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and deal with securities of the Company and to make or grant rights, offers, agreements, options (including bonds, warrants and debentures convertible into securities of the Company) and rights of subscription, exchange or conversion which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant rights, offers, agreements, options (including bonds, warrants and debentures convertible into securities of the Company) and rights of subscription, exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to options, conversion or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, (otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any option under any share option scheme or similar arrangement of the Company; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment 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), shall not exceed 20% of the aggregate of the total nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (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 other applicable laws of Bermuda to be held; and

- (iii) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares in the Company, or offer or issue of options, warrants or other securities giving rights to subscribe for shares open for a period fixed by the Directors to eligible holders of shares in the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its securities on The Stock Exchange of Hong Kong Limited (the “Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;
- (c) the aggregate nominal amount of securities of the Company which may be purchased by the Company pursuant to the approval in paragraphs (a) and (b) of this resolution during the Relevant Period shall not exceed 10% of the aggregate of the total 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
- (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 other applicable laws of Bermuda to be held; and

- (iii) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

7. **“THAT:**

conditional upon resolutions numbered 5 and 6 as set out in the notice convening this meeting being passed, the aggregate nominal amount of the securities in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 6 above shall be added to the aggregate nominal amount of the share capital that may be allotted, issued, granted, distributed or otherwise dealt with by the Directors pursuant to and in accordance with the resolution numbered 5 as set out in the notice convening this meeting.”

By Order of the Board  
**Yuxing InfoTech Investment Holdings Limited**  
**Zhu Wei Sha**  
*Chairman*

Hong Kong, 2nd April 2015

*Principal place of business in Hong Kong:*

Units 2107-08, 21/F  
Exchange Tower  
33 Wang Chiu Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 13th May 2015 to 15th May 2015, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the attendance at the annual general meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 12th May 2015 for registration.
2. The register of members of the Company will be closed from 21st May 2015 to 27th May 2015, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 20th May 2015 for registration.
3. Any registered holder of the Shares (the "Member") entitled to attend and vote at the annual 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 annual general meeting. A proxy need not be a Member.
4. In order to be valid, the form of 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 that power or authority, must be deposited at the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or adjourned meeting.
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 annual general meeting should be voted by poll.