
THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.



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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Suites 3808-9, 38/F., ICBC Tower, Three Garden Road, Central, Hong Kong, on Monday, 29th May 2017 at 11:00 a.m. is set out in Appendix III to this circular. A form of proxy for use at the AGM is also enclosed.

If you do not propose to attend the AGM, you are requested to complete the proxy form 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, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM if you so wish.

This circular 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 Company’s website at www.yuxing.com.cn.

* For identification purposes only

20th April 2017

CHARACTERISTICS OF GEM

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 Stock 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.

CONTENTS

		<i>Pages</i>
Definitions	.....	1
Letter from the Board		
Introduction	.....	3
General Mandates	.....	4
Issue Mandate	.....	4
Repurchase Mandate	.....	5
Re-election of Retiring Directors	.....	5
AGM and Proxy Arrangement	.....	5
Responsibility Statement	.....	6
Recommendation	.....	6
Appendix I	– Explanatory Statement on the Repurchase Mandate	7
Appendix II	– Details of Retiring Directors Proposed to be Re-elected at the AGM	10
Appendix III	– Notice of AGM	14

DEFINITIONS

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 Suites 3808-9, 38/F., ICBC Tower, Three Garden Road, Central, Hong Kong, on Monday, 29th May 2017 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
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue, and otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting of such issue mandate by the Shareholders
“Latest Practicable Date”	13th April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



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:

Li Qiang (*Chairman*)

Shi Guangrong

Zhu Jiang

Gao Fei

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Shen Yan

Zhong Pengrong

Wu Jiajun

Principal place of business

in Hong Kong:

Units 2107-8, 21/F

Exchange Tower

33 Wang Chiu Road

Kowloon Bay

Kowloon

Hong Kong

20th April 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM which include, among other matters, the approval of the grant of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors, and to give you notice of the AGM.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATES

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

- (a) to grant to the Directors the Issue Mandate to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of such resolution;
- (b) to grant to the Directors the Repurchase Mandate to exercise all the powers of the Company to repurchase up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of such resolution; and
- (c) to increase the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The existing general mandates to issue and repurchase Shares were granted to the Directors at the annual general meeting of the Company held on 25th May 2016. Such general mandates will lapse at the conclusion of the AGM.

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed which, if passed, will give the Directors the Issue Mandate, details of which are set out in ordinary resolution no. 5 in 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 and otherwise deal with new Shares up to an amount equal to the aggregate number of the Company's issued Shares repurchased by the Company in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

In relation to the Issue Mandate, 1,803,088,800 Shares were in issue and fully paid as at the Latest Practicable Date. Assuming that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM and subject to the passing of the ordinary resolution approving the Issue Mandate, a maximum of 360,617,760 Shares may be issued by the Company.

LETTER FROM THE BOARD

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 which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the resolution approving the Repurchase Mandate.

As required by the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the grant of the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1) of the Bye-laws, Mr. Zhu Jiang, Ms. Shen Yan and Mr. Zhong Pengrong shall retire from office by rotation at the AGM and shall be eligible and offer themselves for re-election. Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Li Qiang and Mr. Gao Fei shall retire from office at the AGM and shall be eligible and offer themselves for re-election at the AGM.

Pursuant to the code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules, if an independent non-executive director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. Each of Ms. Shen Yan and Mr. Zhong Pengrong has been serving as an independent non-executive Director for more than nine years. The Company has received from each of Ms. Shen and Mr. Zhong a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board is of the opinion that each of Ms. Shen and Mr. Zhong still maintains an independent view of the Company's affairs and is able to carry out his/her duties as an independent non-executive Director in an impartial manner. The Board thus supports Ms. Shen and Mr. Zhong to offer themselves for re-election as an independent non-executive Director at the AGM.

Details of the above retiring Directors are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

A notice of the 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.

LETTER FROM THE BOARD

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 set out in the notice of the AGM should be voted by poll.

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 resolutions to be proposed at the AGM as referred in this circular are in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of all the resolutions set out in the notice of the AGM.

Yours faithfully,
On behalf of the Board
Yuxing InfoTech Investment Holdings Limited
Li Qiang
Chairman

This is an explanatory statement given to all Shareholders relating to the resolutions 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 was 1,803,088,800 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 180,308,880 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and its Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. 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. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws and regulations of Bermuda.

The laws of Bermuda provide that: (i) the amount of capital repaid in connection with a repurchase of shares may only be paid, with respect to the par value of the shares to be repurchased, out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose of the repurchase; (ii) the amount of premium payable on repurchase may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the share premium account of the company; (iii) no purchase by the company of its own shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due; and (iv) the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital of the company would not be reduced.

In the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period, there could be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors is from time to time inappropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months up to the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
2016		
April	2.91	2.50
May	2.85	2.60
June	2.86	2.38
July	2.82	2.52
August	2.56	2.24
September	2.51	2.01
October	2.46	1.90
November	2.00	1.61
December	1.84	1.35
2017		
January	1.77	1.38
February	1.70	1.38
March	1.75	1.41
April (up to the Latest Practicable Date)	1.50	1.22

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

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

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries nor have they undertaken not to sell any of the Shares to the Company or its subsidiaries in the event that the Company is authorised to make repurchases of Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock 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.

7. EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), 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 general offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases if the Repurchase Mandate is exercised in full. The Company may not repurchase Shares which would result in the proportion of Shares held by the public being reduced to less than 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not made any repurchase of the Shares (whether on the Stock 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. Li Qiang (“Mr. Li”)

Mr. Li, aged 49, graduated with a master’s degree in business administration from Nanyang Technological University, Singapore in 2006. Mr. Li has been the president of Beijing Daily Technologies Co., Ltd.* (北京德利迅達科技有限公司) since March 2011. He had been the deputy chairman and the chief executive officer of Trunkbow Asia Pacific (Shandong) Co., Ltd. and a director of Trunkbow International Holdings Ltd., the shares of which were delisted from The NASDAQ (National Association of Securities Dealers Automated Quotation) Stock Market in 2014. Mr. Li is the sole shareholder and the sole director of Capital Melody Limited, which indirectly holds 32.09% equity interest in Cloudrider Limited, a substantial shareholder of the Company. Mr. Li was appointed to the board of Directors as an executive Director and the co-chairman on 10th June 2016 and re-designated as the chairman on 8th March 2017.

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 10th June 2016, which is renewable automatically for successive terms of 1 year each commencing from the day next after the expiry of the then current term of the appointment unless terminated by not less than 6 months’ notice in writing served by either party. Mr. Li’s appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Mr. Li’s remuneration during the period from the date of his appointment on 10th June 2016 to 31st December 2016 was HKD280,820. He is entitled to receive a remuneration of HKD500,000 per annum plus a discretionary bonus subject to review by the remuneration committee of the Company.

At as the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Li does not hold any interest in the Shares or underlying Shares.

Mr. Zhu Jiang (“Mr. Zhu”)

Mr. Zhu, aged 59, graduated from Beijing University of Technology majoring in mechatronic engineering. He has over 20 years of research experience in computer engineering, extensive experience in digital-to-analog circuits and high-level assembly languages programming and over 10 years of management experience. Mr. Zhu is currently the executive president of the risk control department of the Company. He is also a director and the legal representative of certain subsidiaries of the Company. Mr. Zhu was appointed to the board of Directors as an executive director on 24th July 2013.

Mr. Zhu has entered into a service agreement with the Company for a term of three years commencing from 24th July 2013, which is renewable automatically for successive terms of 1 year each commencing from the day next after the expiry of the then current term of the appointment unless terminated by not less than 6 months' notice in writing served by either party. Mr. Zhu's appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Mr. Zhu's is entitled to receive a remuneration of approximately HKD100,000 per annum plus a discretionary bonus subject to review by the remuneration committee of the Company.

At as the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Zhu has personal interest in 7,926,756 Shares and interest in 7,000,000 underlying Shares in respect of the share options granted by the Company.

Mr. Gao Fei ("Mr. Gao")

Mr. Gao, aged 37, graduated with a master's degree in business administration from The Hong Kong University of Science and Technology in June 2012. Mr. Gao has been the general manager of Shanghai Sino Crown Investment LLP since May 2014. Mr. Gao Fei had been a director of Lontrue Co., Ltd* (朗源股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange, stock code: 300175). Mr. Gao was appointed to the board of Directors as an executive director on 20th June 2016.

Mr. Gao has entered into a service agreement with the Company for a term of three years commencing from 20th June 2016, which is renewable automatically for successive terms of 1 year each commencing from the day next after the expiry of the then current term of the appointment unless terminated by not less than 6 months' notice in writing served by either party. Mr. Gao's appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Mr. Gao's remuneration during the period from the date of his appointment on 20th June 2016 to 31st December 2016 was HKD267,120. He is entitled to receive a remuneration of HKD500,000 per annum plus a discretionary bonus subject to review by the remuneration committee of the Company.

At as the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Gao has personal interest in 540,000 Shares.

Ms. Shen Yan (“Ms. Shen”)

Ms. Shen, aged 53, holds a bachelor’s degree in accounting and has over 21 years of accounting experience and 18 years of auditing experience. Ms. Shen worked with Beijing Zhonggongxin Certified Public Accountants (北京中公信會計師事務所), where she presided over audit works for local and international renowned enterprises in manufacturing, professional affairs and services and has accumulated solid experience in corporate finance management and auditing. Ms. Shen has successively held key positions in numerous corporations in China and possesses good expertise in financial accounting, budgetary control and financial management. She also took part in the researches, editing and publication of books on financial management subjects. Ms. Shen also had been a teacher of accounting at Beijing University of Technology. Currently, Ms. Shen is the financial controller of a PRC firm. Ms. Shen was appointed to the board of Directors as an independent non-executive director on 12th January 2005.

Ms. Shen has entered into a letter of appointment with the Company for a term of two years commencing from 12th January 2016. Ms. Shen’s appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Mr. Shen is entitled to receive a director’s fee of HKD100,000 per annum.

At as the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Shen has personal interest in 324,000 Shares and interest in 1,000,000 underlying Shares in respect of the share options granted by the Company.

Mr. Zhong Pengrong (“Mr. Zhong”)

Mr. Zhong, aged 63, is a senior economist. He has long worked as a chief researcher with the central government of China and currently holds professorships in several reputable universities and is an adviser to over 20 enterprises and local governments in China. Mr. Zhong is currently the chairman and researcher of Beijing Vision Consultancy Centre* (北京視野諮詢中心), where he has formulated various development strategies for enterprises of different industries and local governments. He has in-depth understanding on the macro-economic environment and government administrative management in China. Mr. Zhong was appointed to the board of Directors as an independent non-executive director on 25th October 1999.

Mr. Zhong has entered into a letter of appointment with the Company for a term of two years commencing from 25th October 2015. Mr. Zhong’s appointment is subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws.

Mr. Zhong is entitled to receive a director’s fee of HKD100,000 per annum.

At as the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Zhong has personal interest in 144,000 Shares and interest in 1,000,000 underlying Shares in respect of the share options granted by the Company.

Save as disclosed above, each of Mr. Li, Mr. Zhu, Mr. Gao, Ms. Shen and Mr. Zhong (i) has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any directors, senior management, controlling shareholders or substantial shareholders of the Company; (iii) does not have any interests in Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; and (iv) has confirmed that there are no other matters relating to his/her re-election that need to be brought to the attention of the Shareholders nor is there any information in relation to his/her re-election which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**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 Suites 3808-9, 38/F., ICBC Tower, Three Garden Road, Central, Hong Kong, on Monday, 29th May 2017 at 11:00 a.m. to transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31st December 2016;
2.
 - (a) to re-elect Mr. Li Qiang as an executive Director;
 - (b) to re-elect Mr. Zhu Jiang as an executive Director;
 - (c) to re-elect Mr. Gao Fei as an executive Director;
 - (d) to re-elect Ms. Shen Yan as an independent non-executive Director;
 - (e) to re-elect Mr. Zhong Pengrong as an independent non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the Director’s remuneration;
4. to re-appoint Mazars CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

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 sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into such shares or options, warrants, or similar rights to

* *For identification purposes only*

subscribe for any shares or convertible securities and to make, issue or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraphs (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company and from time to time outstanding; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants of rights to acquire shares of the Company; or (iv) any shares allotted in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company shall not exceed 20% of the aggregate number of the issued shares of the Company as at 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 following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (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 applicable laws of Bermuda to be held; and
 - (iii) the date on which the authority set out in 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 or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and regulations, Bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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 following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (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 applicable laws of Bermuda to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

7. “THAT:

conditional upon the passing of ordinary resolutions Nos. 5 and 6 above, the mandate granted to the Directors pursuant to the ordinary resolution No. 5 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the Directors pursuant to such mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution No. 6 above, provided that such extended amount so repurchased shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing this resolution.”

By Order of the Board
Yuxing InfoTech Investment Holdings Limited
Li Qiang
Chairman

Hong Kong, 20th April 2017

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Units 2107-8, 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 Wednesday, 24th May 2017 to Monday, 29th May 2017 (both dates inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23rd May, 2017.
2. Every member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint persons be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof and his/her vote shall be accepted to the exclusion of the votes of the other joint holders.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarised copy thereof must be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, No. 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.