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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.



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) APPOINTMENT OF EXECUTIVE DIRECTOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

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 Wednesday, 25th May 2016 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 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 for at least 7 days from the date of its publication and on the website of the Company at www.yuxing.com.cn.

* For identification purposes only

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 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

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 Wednesday, 25th May 2016 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”	22nd April 2016, 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

DEFINITIONS

“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.

LETTER FROM THE BOARD OF 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)

Executive Directors:

Zhu Wei Sha (*Chairman*)
Chen Fu Rong (*Deputy Chairman*)
Shi Guang Rong
Wang An Zhong
Zhu Jiang

Independent Non-executive Directors:

Wu Jia Jun
Zhong Peng Rong
Shen Yan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

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

22nd April 2016

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) APPOINTMENT OF EXECUTIVE DIRECTOR
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 appointment of executive Director 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*

LETTER FROM THE BOARD OF DIRECTORS

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 15th May 2015 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. 4 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. 6 of the notice of the AGM.

As at the Latest Practicable Date, the total issued share capital of the Company was 1,801,428,800 Shares. Assuming no change in the issued share capital between the Latest Practicable Date and the date of the AGM, a maximum of 360,285,760 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.

LETTER FROM THE BOARD OF DIRECTORS

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. 5 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. Shi Guang Rong, Mr. Zhu Jiang and Mr. Wu Jia Jun shall retire and, being eligible, offer themselves for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Shi Guang Rong and Mr. Zhu Jiang who offer themselves for re-election as executive Directors and Mr. Wu Jia Jun 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.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board would like to propose the appointment of Mr. Kevin Choo (“**Mr. Choo**”) as an executive Director of the Company. The appointment of Mr. Choo as an executive Director is subject to the approval of the Shareholders at the AGM.

Mr. Choo, is currently the Chief Executive Officer of the Company. He has been the Vice-President of Global Operations of the Group since November 2014 and was promoted to the Chief Executive Officer of the Company on 18th November 2015. As disclosed in the Company’s announcement dated 18th November 2015, he has on 4th November 2015 entered into a service agreement (“**Service Agreement**”) with the Company for a fixed term of two years commencing from 1st April 2015 and ending at 31st March 2017 (“**Term**”). Under the Service Agreement, Mr. Choo is entitled to a remuneration package in the annual total amount of approximately HK\$6.2 million (including other allowances) (“**Remuneration Package**”) plus, at the absolute discretion of the Company and subject always to compliance with the requirements of the GEM Listing Rules, a management discretionary bonus, which shall be determined with reference to his duties, responsibilities and experience, and to prevailing market conditions. Mr. Choo is also entitled to participate in a pension fund scheme which is funded by the Company. The Company, may, at the sole discretion and determination of the Board and recommendation of the remuneration committee of the Company, grant options to

LETTER FROM THE BOARD OF DIRECTORS

Mr. Choo to subscribe for shares in the Company in accordance with the share options schemes adopted by the Company from time to time. Upon the expiration of the Term of the Service Agreement, Mr. Choo shall be entitled to have a package bonus of HK\$4.6 million (“**Package Bonus**”) and a relocation allowance of up to HK\$0.1 million (“**Relocation Allowance**”). The Service Agreement may be terminated by either party thereto giving to the other party two-month’s prior notice in writing and provided that if the Service Agreement is terminated by the Company before the end of the Term of the Service Agreement, Mr. Choo shall be entitled to the remaining unpaid portion of the Remuneration Package, the Package Bonus and the Relocation Allowance. The maximum amount which may be payable to Mr. Choo if the Company terminates in the first and second year of the Term of the Service Agreement is therefore approximately HK\$13.4 million and approximately HK\$10.9 million respectively. Terms of the Service Agreement will remain unchanged after the appointment of Mr. Choo as an executive Director.

Since the Service Agreement requires the Company to make payments equivalent to more than Mr. Choo’s one year’s remuneration in order for the Company to early terminate it, the Company is required to obtain approval of the Shareholders for the Service Agreement under Rule 17.90 of the GEM Listing Rules. One ordinary resolution will be put forward at the AGM to Shareholders for approval in respect of appointment of Mr. Choo as executive Director and the Service Agreement.

The terms of the Service Agreement including the Remuneration Package have been determined after considering factors including the job responsibilities of the employee, the background, experience and qualification of the employee and the level of remuneration of persons in comparable positions with similar roles. The remuneration committee of the Board is of the view that the terms of Mr. Choo’s Service Agreement are fair and reasonable as they are comparable to packages offered by other companies in the market for similar job responsibilities and position. The remuneration committee of the Board is also of the view that the Service Agreement is in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to approve such Service Agreement.

Particulars relating to Mr. Choo are set out in Appendix II to this circular for the consideration of the Shareholders.

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.

LETTER FROM THE BOARD OF DIRECTORS

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.

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 appointment of executive Director 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 appointment of executive Director 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 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 comprised 1,801,428,800 Shares; except the remaining share options by the Company (the “Share Options”) to subscribe for a total of 97,809,008 Shares under a share option scheme which was adopted on 14th January 2015 of the Company (“Share Option Scheme”) (Details of the grant of the Share Options are set out in the announcement of the Company dated 16th 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. 5 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 180,142,880 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 2015) 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	3.32	2.43
May	4.24	3.09
June	4.56	3.87
July	3.97	2.16
August	3.64	2.50
September	2.94	2.11
October	3.17	2.05
November	2.50	2.24
December	2.63	2.17
2016		
January	2.50	1.98
February	2.36	1.91
March	2.71	2.21
April (up to the Latest Practicable Date)	2.87	2.54

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") holds 655,000,000 Shares, representing approximately 36.36% 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.

Assuming that the shareholdings of Super Dragon in the Company 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 Super Dragon before and after such repurchase would be as follows:

Substantial Shareholder	Before repurchase	After repurchase
Super Dragon	36.36%	40.40%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Ordinary Resolution no. 5, 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. Shi Guang Rong (“Mr. Shi”)

Mr. Shi Guang Rong, aged 55, graduated with a bachelor’s degree in engineering from the Department of Automatic Control of the Beijing University of Technology. He has been a vice president of the Group since 1996 and was responsible for marketing and public relation matters of the Group for many years. Mr. Shi is currently the executive president of the listing platform of the Group and possesses over 10 years’ relevant work experience. Mr. Shi is also the director and the chief executive officer of a wholly-owned subsidiary of the Company in Hong Kong. He is also a director of certain 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. Shi, which is automatically renewed for successive terms of one year upon expiry of the then current term. Mr. Shi’s appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Shi is entitled to director’s emoluments of approximately HKD127,000 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Shi is interested in 23,260,000 Shares and 6,500,000 underlying Shares of the Company which may be issued upon the exercise of the Share Options under the Share Option Scheme. Other than that, Mr. Shi 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. Shi 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. Shi that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhu Jiang (“Mr. Zhu”)

Mr. Zhu Jiang, aged 59, graduated from the Department of Wireless Communication of Beijing University of Technology. He has over 20 years of research experience in computer engineering, and has extensive experience in digital-to-analog circuits and high-level assembly languages programming as well as over 10 years of management experience. Mr. Zhu is the executive president of the risk control department of the Company. He is also a director and legal representative of certain wholly-owned subsidiaries of the Company.

There is a service contract dated 24th July 2013 for a term of three years entered into between the Company and Mr. Zhu, which is automatically renewed for successive terms of one year upon expiry of the then current term. Mr. Zhu is subject to retirement and re-election in accordance with Bye-laws of the Company. Mr. Zhu is entitled to director’s emoluments of approximately HKD100,000 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Zhu is interested in 7,926,756 Share and 7,000,000 underlying Shares of the Company which may be issued upon the exercise of the Share Options under the Share Option Scheme. Other than that, Mr. Zhu 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. Zhu has not previously held any 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. Zhu that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Wu Jia Jun (“Mr. Wu”)

Mr. Wu Jia Jun, aged 84, is currently an honorary academy member and researcher of China Social Science Academy as well as a tutor of doctoral students. He is also a honorary president of the China Industrial Economic Association. He served as the vice general manager of Chinese Industrial and Economic Research Institute from 1980 to 1993, and the vice president of the Young Entrepreneurs Association of China. Mr. Wu has extensive experience in conducting research in the economy and industries of the PRC and also in corporate management. He is a renowned scholar in Japanese corporate and industrial management of which he has in-depth knowledge. He has published several books and articles on corporate management and economic reform. Mr. Wu was appointed as an independent non-executive Director in October 1999.

Mr. Wu was reappointed by the Company as a Director for two years on 25th October 2015. Mr. Wu is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Wu is entitled to director’s emoluments of HK\$100,000 per annum. He is not entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Wu is interested in 600,000 Shares and 1,000,000 underlying Shares of the Company which may be issued upon the exercise of the Share Options under the Share Option Scheme. Other than that, Mr. Wu does not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance 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. Wu has not previously held any 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. Wu 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. Shi, Mr. Zhu and Mr. Wu.

The following are the particulars of the executive Director proposed to be appointed at the AGM:

Mr. Choo, aged 48, is currently the Chief Executive Officer of the Company. He has been has been the Vice-President of Global Operations of the Group since November 2014 and has been the Chief Executive Officer of the Company since 18th November 2015. He graduated from Stanford Graduate School of Business (MBA) in the United States of America (the “USA”) and Sun Yat-Sen University (Clinic Medicine) in the PRC. He has over 20 years’ management and investment experiences in the USA, Europe, Asia, and Latin America and in many industries including new energy heat exchanger, testing and certification, telephony systems and strategic consultancy, etc. Mr. Choo joined the Group in November 2014. Prior to

joining the Group, he was a chief executive officer of a Sino-American joint venture company in the new energy heat exchanger area and worked for a leading company in testing and certification industry for many years. As a dedicated member of American Chamber of Commerce (“ACC”) in Shanghai and Hong Kong, he is also a guest speaker of ACC and FuDan University in Shanghai.

As at the Latest Practicable Date, Mr. Choo is interested in 8,000,000 underlying shares of the Company which may be issued upon the exercise of the Share Options under the Share Option Scheme. Save as disclosed above, Mr. Choo confirms that (i) he does not have any relationship with any of the Directors, senior management, or substantial and controlling shareholder of the Company; (ii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) he did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the preceding three years; and (iv) there are no other matters that need to be brought to the attention of the Shareholders nor does he have any other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of rule 17.50(2) of the GEM Listing Rules. Please refer to page 5 of this circular for a summary of certain terms of Mr. Choo’s Service Agreement.

**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 Wednesday, 25th May 2016 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 2015;
2.
 - (a) to re-elect the retiring Director, Mr. Shi Guang Rong as an executive Director of the Company;
 - (b) to re-elect the retiring Director, Mr. Zhu Jiang as an executive Director of the Company;
 - (c) to re-elect the retiring Director, Mr. Wu Jia Jun as an independent non-executive Director of the Company;
 - (d) to appoint Mr. Kevin Choo as an executive Director of the Company and to approve, confirm and ratify the terms of the service agreement dated 4th November 2015 entered into between Mr. Kevin Choo and the Company;
 - (e) to authorise the Directors to fix the Director’s remuneration for the year ending 31st December 2016;
3. to re-appoint the Company’s auditors and to authorise the Directors to fix their remuneration;

and, as special business, to consider and, if thought fit, passing, with or without amendments, resolutions 4 to 6 as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“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

* *For identification purposes only*

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).”

5. **“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.”

6. “**THAT:**

conditional upon resolutions numbered 4 and 5 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 5 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, 22nd April 2016

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 23rd May 2016 to 25th May 2016, 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 20th May 2016 for registration.
2. 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.
3. 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.
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 annual general meeting should be voted by poll.