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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**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.

*As at the date hereof, the executive Directors are Mr. Li Qiang, Mr. Shi Guangrong, Mr. Zhu Jiang and Mr. Gaofei; the independent non-executive Directors are Ms. Shen Yan, Mr. Zhong Pengrong and Mr. Wu Jiajun.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprises Market ("GEM") of the Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its publication and on the Company's website at [www.yuxing.com.cn](http://www.yuxing.com.cn).*