



YUXING INFOTECH HOLDINGS LIMITED

裕興科技控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8005)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Yuxing InfoTech Holdings Limited (the “Company”) will be held at Unit 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 3rd November 2008 at 11:00 a.m. to consider and, if thought fit, passing the following resolutions, with or without amendment:

ORDINARY RESOLUTION

“**THAT** Mazars CPA Limited be and is hereby appointed as auditors of the Company to fill the vacancy following the resignation of CCIF CPA Limited, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorized to fix their remuneration.”

SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company (the “Bye-laws”) be and hereby amended in the following manner:

(A) Bye-laws 154(1)

Existing sentence:

“Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

By deleting the words “or at a subsequent special general meeting in each year” appearing in the first sentence of Bye-laws 154(1).

(B) Bye-laws 156

Existing sentence:

“The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.”

By deleting the existing sentence and replacing by the following sentence:

“The remuneration of the Auditor appointed by the Company in general meeting shall be fixed by the Company in general meeting or by the Board, if it is authorized to do so by Company in general meeting, and the remuneration of the Auditor appointed by the Board shall be fixed by the Board.”

(C) Bye-laws 157

Existing sentence:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy.”

By deleting the words “the Directors shall as soon as practicable convene a special general meeting to fill the vacancy” appearing in the last sentence and substituting the words “the Board shall appoint a new auditor to fill the vacancy who shall hold office until their successors are elected or appointed ”.”

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

Hong Kong, 10th October 2008

Principal place of business in Hong Kong:

Unit 1808, 18th Floor
Tower III, Enterprise Square
9 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the special 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 special general meeting. A proxy need not be a member.
2. 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 registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the special general meeting or adjourned meeting.

* *For identification purposes only*

As at the date hereof, the executive Directors of the Company are Mr. Zhu Wei Sha, Mr. Chen Fu Rong, Mr. Shi Guang Rong and Mr. Wang An Zhong; the independent non-executive Directors are Mr. Wu Jia Jun, Mr. Zhong Peng Rong and Ms. Shen Yan.

This announcement, 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 Enterprise Market 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement 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.