
THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Yuxing InfoTech 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 HOLDINGS LIMITED

裕興科技控股有限公司*

(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

The notice convening the annual general meeting of the Company to be held at Unit 1809, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 22nd May 2009 at 10:30 a.m. is set out in Appendix III to this circular.

A form of proxy for the annual general meeting of the Company is enclosed with this circular. If you do not propose to attend the annual general meeting of the Company, you are requested to complete the proxy form and return the same at the office of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, 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:

“2008 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2008
“AGM”	the annual general meeting of the Company to be held at Unit 1809, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 22nd May 2009 at 10:30 a.m.
“Company”	Yuxing InfoTech 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
“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
“Independent Non-executive Directors”	the independent non-executive Directors of the Company
“Latest Practicable Date”	26th March 2009, being the latest practicable date for ascertaining of certain information in this circular prior to the printing of this circular
“New Issue Mandate”	the general mandate to exercise the power of the Company to allot, issue, grant, distribute and deal with additional Shares not exceeding 20% 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 and Macau)
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% 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

LETTER FROM THE BOARD OF DIRECTORS



YUXING INFOTECH HOLDINGS LIMITED

裕興科技控股有限公司*

(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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Wu Jia Jun
Zhong Peng Rong
Shen Yan

*Principal place of business
in Hong Kong:*

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

30th March 2009

To the Shareholders of the Company

Dear Sir or Madam,

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

INTRODUCTION

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 additional Shares 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 such resolution;

* *For identification purposes only*

LETTER FROM THE BOARD OF DIRECTORS

- (b) the grant to the Directors of a general mandate to repurchase Shares 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 such resolution; and
- (c) to add to the mandate for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (b) above.

The abovementioned general mandates were granted to the Directors at the annual general meeting of the Company held on 28th June 2008 and will expire at the conclusion of the AGM and the purpose of this circular is to provide you with information in respect of the New Issue Mandate and Repurchase Mandate to enable you to make a decision on whether to vote for or against the relevant resolutions at the forthcoming 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 and issue securities of the Company up to an amount equal to the aggregate nominal amount of the Shares repurchased by the Company in order to provide flexibility for issuing new Shares 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.

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 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 RETIRED DIRECTORS

In accordance with Bye-law 87 of the Company, Mr. Wu Jia Jun, Mr. Zhong Peng Rong and Ms. Shen Yan will retire and, being eligible, offer himself/herself for re-election at the AGM. According to the existing Bye-law, no director holding the office as Chairman of the Board and/or Managing Director shall be subject to retirement by rotation. Details of the Directors proposed to be re-elected are set out in Appendix II to this circular.

LETTER FROM THE BOARD OF DIRECTORS

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, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. 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: (1) the information contained in this circular 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 circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

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

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,628,808,000 Shares.

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 are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 162,880,800 Shares 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 of the Company 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 for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. 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

In repurchasing Shares, 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 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

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 audited financial statements contained in the 2008 Annual Report) 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>
2008		
April	0.58	0.49
May	0.56	0.48
June	0.50	0.37
July	0.41	0.35
August	0.40	0.26
September	0.37	0.23
October	0.35	0.20
November	0.25	0.20
December	0.24	0.20
2009		
January	0.48	0.20
February	0.34	0.28
March (up to the Latest Practicable Date)	0.33	0.26

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 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 make repurchases of Shares.

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 and Bye-laws of the Company 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), 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 and belief of the Company, Super Dragon Co., Ltd. ("Super Dragon") and Dragon Treasure Ltd. ("Dragon Treasure") holding 660,000,000 Shares and 310,000,000 Shares, representing approximately 40.52%, and 19.03% respectively of the issued share capital of the Company, were the only substantial Shareholders holding 10% or more 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 63.6% and 36.4% of the entire issued share capital of this company respectively. Dragon Treasure is a nominee company, of which Mr. Sun Li Jun and Mr. Shi Guang Rong are the shareholders who own 98% and 2% of the entire issued share capital of this company respectively. Dragon Treasure acts as the trustee for holding the Shares on behalf of past and present employees of the Company and its subsidiaries, including Mr. Shi Guang Rong, Mr. Wang An Zhong and Mr. Zhu Wei Sha.

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

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

Substantial Shareholders	Before repurchase	After repurchase
Super Dragon	40.52%	45.02%
Dragon Treasure	19.03%	21.15%

As a result, 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 or a group of Shareholders acting in concert (as defined in the Takeovers Code) with it would be obliged to make a mandatory offer 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.

9. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the GEM 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. Wu Jia Jun (“Mr. Wu”)

Mr. Wu, aged 77, is currently an Honorary Academy Member and researcher of China Social Science Academy as well as a tutor of doctoral students. He is also President of the China Industrial Economic Association. He served as the vice general manager of the 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 an Independent Non-executive Director for two years from 25th October 2007. 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\$70,000 per annum. He is not entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Wu did not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance and was not related to any other Directors, senior management, management Shareholders, 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 other directorships in 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.

Mr. Zhong Peng Rong (“Mr. Zhong”)

Mr. Zhong, aged 56, is a renowned Chinese economist. He worked with the central government of the PRC for many years as a chief researcher. He now serves as a professor of several famous universities and as an adviser to over 20 enterprises and local governments of the PRC. As the chairman and research fellow of the Beijing Shiye Consultancy Centre, he has formulated development strategies for enterprises in different industries and for local governments. He has in-depth understanding of the macroeconomics and government administration in the PRC. Mr. Zhong was appointed as an Independent Non-executive Director in October 1999.

Mr. Zhong was reappointed by the Company as an Independent Non-executive Director for two years from 25th October 2007. Mr. Zhong is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Zhong is entitled to director’s emoluments of HK\$70,000 per annum. He is not entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Zhong did not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance and was not related to any other Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

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

Ms. Shen Yan (“Ms. Shen”)

Ms. Shen, aged 45, holds a bachelor degree in Accounting and has 14 years of experience in accounting and 10 years of experience in auditing. She is currently a tutor of Beijing University of Technology. Ms. Shen successively held important posts in a number of enterprises in China and is well experienced in financial accounting, budget control and financial management. During that period, she took part in the research on the relevant financial management projects and has compiled and published a number of books on professional management. Before then, she worked in Beijing Zhong Gong Xin Certified Public Accountants (北京中公信會計師事務所), where she presided over audit works for China and international renowned enterprises operating in various fields such as manufacturing, professional affairs and services, and has accumulated invaluable experiences in relation to corporate finance management and audit works. In April 2008, Ms. Shen was appointed as the chief accountant of the Beijing University of Technology Investment Company (北京工業大學投資公司). Ms. Shen was appointed as Independent Non-executive Director in January 2005.

Ms. Shen was reappointed by the Company as Independent Non-executive Director for two years from 12th January 2008. Ms. Shen is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Ms. Shen is entitled to director’s emoluments of HK\$70,000 per annum. She is not entitled to discretionary bonus based upon her performance.

As at the Latest Practicable Date, Ms. Shen did not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance and is not related to any other Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

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

The Recommended Best Practices of the Code on Corporate Governance Practices set out in Appendix 15 of the GEM Listing Rules are for guidance only. Under the Recommended Best Practices A.4.3, any further appointment of an Independent Non-executive Director who has served more than 9 years should be subject to a separate resolution to be approved by Shareholders. The Board should set out to Shareholders in the document accompanying a resolution to elect such an Independent Non-executive Director the reasons that they believe that such an Independent Non-executive Director continues to be independent and why he should be re-elected.

Each of Mr. Wu and Mr. Zhong has served as an Independent Non-executive Director since October 1999 and his re-election is subject to separate resolution to be approved by Shareholders at the AGM. The Board has complied with the Code Provision E.1.1 with regard to the requirement to propose a separate resolution in respect of each substantially separate issue at a general meeting. In the past several years, it has been the Company's practice that separate resolutions were proposed at general meetings for the re-election of each individual Director whether such Director is an executive Director, a non-executive Director or an Independent Non-executive Director. Accordingly, re-election of Director will be voted on individually at the AGM.

The Board had noted that each of Mr. Wu and Mr. Zhong has complied with the requirements as to independence set out in Rule 5.09 of the GEM Listing rules, has properly discharged his duties and responsibilities as an Independent Non-executive Director and has made positive contribution to the development of the Company through independent, constructive and informed comments and participation at Board and Board committees meetings. Therefore, the Board considers that each of Mr. Wu and Mr. Zhong continues to be independent and is eligible for re-election as an Independent Non-executive Director notwithstanding the fact that he has served as an Independent Non-executive Director for more than 9 years.

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. Wu, Mr. Zhong and Ms. Shen as Directors.



YUXING INFOTECH HOLDINGS LIMITED

裕興科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8005)

NOTICE IS HEREBY GIVEN that the annual general meeting of Yuxing InfoTech Holdings Limited (the “Company”) will be held at Unit 1809, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 22nd May 2009 at 10:30 a.m. to transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2008;
2. to re-elect retiring Directors, Mr. Wu Jia Jun, Mr. Zhong Peng Rong and Ms. Shen Yan, and to authorise the Directors to fix the Directors’ remuneration;
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, pass 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 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, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into securities of the Company) and rights of exchange or conversion which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purposes only

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into securities of the Company) and rights of 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; (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 the aggregate of 20% of the aggregate 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 warrants, options 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 shares 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 shares 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 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 issued shares 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 4 as set out in the notice convening this meeting.

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

Hong Kong, 30th March 2009

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. 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.
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 annual general meeting or adjourned meeting.
3. 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.