
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 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) PROPOSAL FOR DECLARATION OF FINAL DIVIDEND
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 Friday, 16th May 2014 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, 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 Friday, 16th May 2014 at 10:30 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” | 8th April 2014, 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 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

11th April 2014

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) PROPOSAL FOR DECLARATION OF FINAL DIVIDEND
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 declaration of final dividend 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 16th May 2013 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. 5 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. 7 of the notice of the AGM.

As at the Latest Practicable Date, the total issued share capital of the Company was 1,792,116,800 Shares and there was no options, warrants or similar rights to subscribe for any Shares or such convertible securities issued. Assuming no change in the issued share capital between the Latest Practicable Date and the date of the AGM, a maximum of 358,423,360 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. 6 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, Mr. Zhu Wei Sha, Mr. Shi Guang Rong and Mr. Wu Jia Jun and in accordance with Bye-Law 86(2), Mr. Zhu Jiang 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. Zhu Wei Sha as an executive Director and the chairman, Mr. Shi Guang Rong and Mr. Zhu Jiang as executive Directors and Mr. Wu Jia Jun as an independent non-executive Director.

Particulars relating to the above named Directors are set out in Appendix II to this circular.

PROPOSAL FOR DECLARATION OF FINAL DIVIDEND

The Board recommends that subject to the approval by Shareholders at the AGM, a final dividend of HK\$ 0.05 per Share for the year ended 31st December 2013 will be paid to the Shareholders whose names appear on the Company's register of members on Tuesday, 27th May 2014.

The Company's register of members will be closed during the following periods:

- (i) from 14th May 2014 to 16th May 2014, 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, Wanchai, Hong Kong no later than 4:30 p.m. on 13th May 2014 for registration.
- (ii) from 24th May 2014 to 27th May 2014, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the proposed final dividend, 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, Wanchai, Hong Kong no later than 4:30 p.m. on 23rd May 2014 for registration.

LETTER FROM THE BOARD OF DIRECTORS

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.

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 declaration of final dividend to 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 declaration of final dividend 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 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.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,792,116,800 Shares and 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. 6 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 179,211,680 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 2013) 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> |
|---|-------------------------------|------------------------------|
| 2013 | | |
| April | 0.80 | 0.74 |
| May | 0.91 | 0.75 |
| June | 0.92 | 0.74 |
| July | 0.80 | 0.72 |
| August | 0.75 | 0.69 |
| September | 0.78 | 0.69 |
| October | 0.88 | 0.75 |
| November | 0.88 | 0.77 |
| December | 1.18 | 0.88 |
| 2014 | | |
| January | 1.13 | 1.01 |
| February | 1.44 | 1.03 |
| March | 1.49 | 1.26 |
| April (up to the Latest Practicable Date) | 1.34 | 1.18 |

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") and Gold Swiss Holdings Limited ("Gold Swiss") holding 660,000,000 Shares and 100,000,000 Shares, representing approximately 36.83 %, and 5.58% respectively 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.

Save as disclosed above, as at the Latest Practicable Date, the Company was not 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 Gold Swiss 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 | 36.83% | 40.92% |
| Gold Swiss | 5.58% | 6.20% |

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate, unless, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Ordinary Resolution no. 6, 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. Zhu Wei Sha (“Mr. Zhu”)

Mr. Zhu, aged 58, is a co-founder of the Group. He has been the chairman of the Board and the president of the Group since 1996. He graduated from the Department of Automatic Control of Beijing University of Technology with a bachelor’s degree in engineering. He worked at Beijing Machinery Electronic Research Institute and the Industrial Economic Research Department of China Social Science Institute and as the legal representative and general manager of Beijing Shanchuan Jinji Technology Company. Mr. Zhu has extensive experience and insights in corporate management and operation as well as solid technical background. He also has an in-depth understanding of the growth of a corporation by combining the concepts of capital investment and business operation. He has accumulated years of successful experience in this regard.

There is a new service contract dated 1st June 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’s appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Zhu is entitled to director’s emoluments of approximately CNY70,200 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Zhu is a director and a shareholder of Super Dragon Company Limited (“Super Dragon”) which has a 36.83% interest in the share capital of the Company and is also interested in 300,000 Shares of the Company. 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 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. Zhu that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Shi Guang Rong (“Mr. Shi”)

Mr. Shi Guang Rong, aged 53, 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 chief executive officer of Yuxing Technology Company Limited, a wholly-owned subsidiary of the Company in Hong Kong.

There is a new 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 is 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 HK\$90,000 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Shi is interested in 25,060,000 Shares of the Company. 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 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 Jiang, aged 57, has been an executive Director of the Company since July 2013. He 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 in risk control department of the Company. He is also a director and legal representative of certain wholly-owned subsidiaries of the Company.

Mr. Zhu Jiang was newly appointed by the Board as an executive Director on 24th July 2013. There is a service contract dated 24th July 2013 for a term of three years entered into between the Company and Mr. Zhu Jiang, which is automatically renewed for successive terms of one year upon expiry of the then current term. Mr. Zhu Jiang is subject to retirement and re-election in accordance with Bye-law 86(2). Mr. Zhu Jiang is entitled to director's emoluments of approximately CNY55,000 per month. He is entitled to discretionary bonus based upon his performance.

As at the Latest Practicable Date, Mr. Zhu Jiang is interested in 7,926,756 Shares of the Company. Other than that, Mr. Zhu Jiang 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 Jiang 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 Jiang 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 82, 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 2013. 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 1,600,000 Shares of the Company. 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. Zhu, Mr. Shi, Mr. Zhu Jiang and Mr. Wu.

**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 Friday, 16th May 2014 at 10:30 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 2013;
2. to declare a final dividend for the year ended 31st December 2013 of HK\$0.05 per ordinary share (each a “Share”) of HK\$0.025 each in the share capital of the Company;
3.
 - (a) to re-elect the retiring Director, Mr. Zhu Wei Sha as an executive Director and the chairman of the Company;
 - (b) to re-elect the retiring Director, Mr. Shi Guang Rong as an executive Director of the Company;
 - (c) to re-elect the retiring Director, Mr. Zhu Jiang as an executive Director of the Company;
 - (d) to re-elect the retiring Director, Mr. Wu Jia Jun as an independent non-executive Director of the Company;
 - (e) to authorise the Directors to fix the Director’s remuneration for the year ending 31st December 2014;
4. to re-appoint the Company’s auditors and to authorise the Directors to fix their remuneration;

* *For identification purposes only*

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 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 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).”

6. **“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.”

7. **“THAT:**

conditional upon resolutions numbered 5 and 6 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 6 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, 11th April 2014

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 14th May 2014 to 16th May 2014, 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 13th May 2014 for registration.
2. The register of members of the Company will be closed from 24th May 2014 to 27th May 2014, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the proposed final dividend, 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 23rd May 2014 for registration.
3. 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.
4. 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.
5. 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.