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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any 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 securities in Yuxing InfoTech Investment Holdings Limited, 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.

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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)****PROPOSED AMENDMENTS TO THE TERMS OF SHARE OPTIONS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM of the Company to be held at Units 2107-08, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 8th June 2016 at 11:00 a.m. is set out on pages SGM-1 to SGM-2 of this circular.

A form of proxy for the SGM is enclosed with this circular. If you do not propose to attend the SGM, 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 SGM or any adjourned meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the SGM 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](http://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](http://www.yuxing.com.cn).

\* *For identification purpose only*

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## CHARACTERISTICS OF GEM

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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 Stock 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

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*In this circular, the following expressions have the following meanings unless the context specifies otherwise:*

“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of the Directors
“business day”	a day upon which the Stock Exchange is open for securities trading
“Bye-law(s)”	the bye-laws of the Company
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Yuxing InfoTech Investment Holdings Limited, a company incorporated in Bermuda with limited liability and whose Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	means: <ul style="list-style-type: none"><li>(i) (a) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of, or</li><li>(b) any individual for the time being seconded to work for,</li></ul> any member of the Group or any substantial shareholder or any company controlled by a substantial shareholder (a “ <b>Category A Eligible Person</b> ”); or <ul style="list-style-type: none"><li>(ii) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group (a “<b>Category B Eligible Person</b>”);</li></ul> and, for the purposes of the Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of participants

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## DEFINITIONS

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“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18th May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the amendments proposed to be made to certain terms of existing Share Options which are outstanding and unvested as set out in more detail in this circular
“SGM”	the SGM to be convened and held at Units 2107-08, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Wednesday, 8th June 2016 at 11:00 a.m. or at any adjournment thereof (as the case may be) to consider and, if thought fit, approve, inter alia, the proposed amendments to certain terms of Share Options granted under the Share Option Scheme
“Share(s)”	share(s) of nominal value of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option(s)”	share option(s) granted or to be granted to the entitled persons or the Eligible Person(s) to subscribe for Share(s) under the Share Option Scheme and any other share option scheme(s) of the Company
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 14th January 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“subsidiary(ies)”	a subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance, Chapter 622 of the laws of Hong Kong, whether incorporated in Hong Kong or elsewhere
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

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

*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:*

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

23rd May 2016

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED AMENDMENTS TO THE TERMS OF SHARE OPTIONS AND NOTICE OF SGM

#### INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval on the Proposed Amendments. A notice of the SGM containing the resolution to be proposed at the SGM is set out on pages SGM-1 to SGM-2 of this circular.

#### PROPOSED AMENDMENTS TO THE TERMS OF SHARE OPTIONS

##### Reasons for the Proposed Amendments to the terms of Share Options

The Board proposes to amend certain terms of Share Options granted under the Share Option Scheme.

\* For identification purpose only

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## LETTER FROM THE BOARD

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Pursuant to the existing terms of the Share Options, Share Options granted to an Eligible Person who has joined the Group for more than three years are subject to a vesting scale in tranches of 40%, 30% and 30% each per annum starting from the date of grant and will become fully vested on the third anniversary of the grant; while Share Options granted to an Eligible Person who has joined the Group for less than three years are subject to a vesting scale in tranches of 10%, 20%, 35% and 35% each per annum from the second to the fifth year after the grant and will become fully vested on the fifth anniversary of the grant.

Under the Proposed Amendments, the Board proposes, with the consent of relevant Share Option holders, to remove vesting period of all existing Share Options which are outstanding and unvested so that such Share Options shall be immediately vested.

As at the Latest Practicable Date, a total of 180 Share Option holders will be affected by the Proposed Amendments, 8 of whom are Directors and 172 of whom are non-Directors. The number of underlying Shares under unvested Share Options involved are 35,133,103 Shares (representing approximately 1.95% of the total issued share capital of the Company as at the Latest Practicable Date). The number of unvested Share Options affected and their current vesting dates are as follows:

### Number of Shares under unvested Share Options and their current vesting dates

Category	16th January 2017	16th January 2018	16th January 2019	Number of underlying Shares under unvested Share Options that will be affected by the Proposed Amendments
Directors	7,575,270	–	–	7,575,270
Others	26,080,833	738,500	738,500	27,557,833
Total number of Shares under unvested Share Options	33,656,103	738,500	738,500	35,133,103



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## LETTER FROM THE BOARD

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In particular, the following Directors will be affected by the Proposed Amendments:

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of underlying Shares under unvested Share Options that will be affected by the Proposed Amendments</b>
Zhu Wei Sha	Executive Director	537,635
Chen Fu Rong	Executive Director	537,635
Shi Guang Rong	Executive Director	2,300,000
Wang An Zhong	Executive Director	900,000
Zhu Jiang	Executive Director	2,400,000
Wu Jia Jun	Independent Non-executive Director	300,000
Zhong Peng Rong	Independent Non-executive Director	300,000
Shen Yan	Independent Non-executive Director	300,000

Under the rules of the Share Option Scheme, any material alteration to the terms of the Share Options granted must be made with the prior approval of the Shareholders in general meeting at which any person(s) to whom or for whose benefit the Shares may be issued under the Share Option Scheme and their respective associates shall abstain from voting. Therefore, the Proposed Amendments are subject to approval of the Shareholders who are permitted to vote by way of passing an ordinary resolution to be proposed at the Special General Meeting.

The Directors believe that the Proposed Amendments will provide greater flexibility to the relevant Share Options holders as the Share Options will be immediately vested. Accordingly, the Directors believe that the Proposed Amendments will be positively regarded by the relevant Share Options holders as the Share Options holders can hold proprietary interest in the Company at an earlier stage if they choose to exercise their Share Options. By removing the vesting periods so that the Share Options will be immediately vested, the Directors believe that the Proposed Amendments will further incentivise the relevant Share Options holders to put additional effort into work and in turn create greater value for the Group and in turn increase value of the Shares in a quicker manner. The Share Option Scheme provides for lapse of Share Options upon the occurrence of certain events, e.g. voluntary resignation of directorship or termination of employment. After the Proposed Amendments take effect, Share Options holders will be able to exercise their Share Options before any resignation of directorship or termination of employment without the Share Options going lapse. The Directors do not believe that the Proposed Amendments will result in Share Options holders abusing such situation as the decision to exercise of a Share Option would ordinarily depend on whether it is in-the-money rather than departure. On this basis, the Directors consider that the Proposed Amendments are in line with the objective of the Share Option Scheme to provide incentives or rewards to the Eligible Persons for their contribution or potential contributions to the growth and development of the Group, and are therefore putting forward the Proposed Amendments for Shareholders' approval. Save for the Proposed Amendments, none of the other terms of existing Share Options will be amended including exercise price and number of underlying Shares.

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## LETTER FROM THE BOARD

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### 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 Group. 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.

### SGM

A notice of the SGM, which is convened for the purpose of considering and, if thought fit, approving the Proposed Amendments, is set out on pages SGM-1 to SGM-2 of this circular.

Any person(s) to whom or for whose benefit the Shares may be issued under the Share Option Scheme and their respective associates shall abstain from voting on the proposed resolution at the SGM. Pursuant to Rule 17.47(4) of the GEM Listing Rules and/or the Bye-laws, the voting on the proposed resolution set out in the notice of the SGM will be taken by way of a poll and an announcement on the poll results will be published by the Company on the websites of the Stock Exchange and the Company in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules after the SGM.

A form of proxy for the SGM is enclosed with this circular. If you do not propose to attend the SGM, 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 SGM or any adjourned meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the SGM or any adjourned meeting if you so wish.

### RECOMMENDATION

The Directors are of the opinion that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution set out in the notice of the SGM contained herein.

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

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## NOTICE OF THE SGM

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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 SGM

**NOTICE IS HEREBY GIVEN** that a SGM (the “SGM”) of Yuxing InfoTech Investment Holdings Limited (the “Company”) will be held at Units 2107-08, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 8th June 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

#### ORDINARY RESOLUTION

1. “**THAT:**

the proposed amendments to certain terms of existing share options granted under the share option scheme of the Company adopted on 14th January 2015 as described in the circular of the Company dated 23rd May 2016 accompanying the notice setting out this resolution, be and are hereby approved, and that the directors of the Company be authorised to do all such acts and things as may be necessary to carry out such amendments and (if any) modifications.”

By Order of the Board

**Yuxing InfoTech Investment Holdings Limited**

**Zhu Wei Sha**

*Chairman*

Hong Kong, 23rd May 2016

*Principal place of business in Hong Kong:*

Units 2107-08, 21/F

Exchange Tower

33 Wang Chiu Road

Kowloon Bay

Kowloon

Hong Kong

\* *For identification purpose only*

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## NOTICE OF THE SGM

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*Notes:*

1. Any registered holder of the Shares (the “Member”) entitled to attend and vote at the SGM convened by the above notice shall be 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 SGM. A proxy need not be a Member.
2. The instrument appointing a 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 such power or authority, shall be delivered to 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 not less than 48 hours before the time appointed for holding the SGM or adjourned meeting at which the person named in the instrument proposes to vote.
3. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the SGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the SGM should be voted by poll.