



# 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)

### PROXY FORM FOR SPECIAL GENERAL MEETING

I/We, being the registered holder(s) of Yuxing InfoTech Investment Holdings Limited (the “Company”), hereby appoint the proxy <sup>(Note 1)</sup> as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** <sup>(Note 1)</sup> to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at Suites 3808-9, 38/F., ICBC Tower, Three Garden Road, Central, Hong Kong on Friday, 1 September 2017 at 11:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

<b>Registered Holder(s)</b> (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. <sup>(Note 7)</sup>		Signature <sup>(Note 3)</sup>	
Date			
<b>Proxy</b> <sup>(Note 1)</sup> (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares <sup>(Note 2)</sup>	
Full Address			
<b>ORDINARY RESOLUTION</b>		<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
(a)	the sale and purchase agreement dated 26 June 2017 entered into between Noble Rich Investment Limited (a wholly-owned subsidiary of the Company), Phoenix Bridge International Holdings Group Investment Co., Limited and Wang Dade (the “SPA”) and all the transactions contemplated under the SPA, be and is hereby approved, confirmed and ratified;		
(b)	any director(s) of the Company, acting singly, be and is authorised to execute, on behalf of the Company, all other documents (the “Ancillary Documents”) as may in the opinion and sole discretion of the director(s) be considered necessary or desirable for the purpose of consummating or completing or procuring the performance and completion of all or any of the transactions contemplated under the SPA; and		
(c)	any director(s) of the Company, acting singly, be and is authorised to agree, approve and initial any amendments, variations or supplements to, and to sign, affix the common seal of the Company on, deliver and perfect, for and on behalf of the Company, the SPA, all Ancillary Documents and all such other instruments and documents, and to do all such further acts, deeds, matters and things for and on behalf of the Company as such person may in his absolute and unfettered discretion think fit in connection with the SPA and the Ancillary Documents and the transactions contemplated thereunder.		

**Notes:**

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company 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 meeting. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company.
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. If more than one of such joint shareholder be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy shall be entitled to exercise the same powers on your behalf as you could exercise as a member of the Company.
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney, must be delivered to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.

\* For identification purposes only