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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Yuxing InfoTech Investment Holdings Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (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.”

By order of the Board
Yuxing InfoTech Investment Holdings Limited
Li Qiang
Chairman

Hong Kong, 17 August 2017

* For identification purposes only

Notes:

1. The ordinary resolution to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member 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 may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case maybe) and in default thereof the proxy form and such power or authority shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such shares as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.

As at the date of this notice, the executive Directors are Mr. Li Qiang, Mr. Shi Guangrong, Mr. Zhu Jiang and Mr. Gao Fei; the independent non-executive Directors are Ms. Shen Yan, Mr. Zhong Pengrong and Mr. Wu Jiajun.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of GEM website at www.hkgem.com for at least seven days from the day of its publication and on the Company's website at www.yuxing.com.cn.