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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 or as to the action to be taken, you should consult a licensed securities dealer, 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 together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### YUXING INFOTECH HOLDINGS LIMITED

裕興科技控股有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8005)**

### PROPOSED CHANGE OF COMPANY NAME

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A letter from the Board is set out on pages 2 to 4 of this circular.

A special general meeting of the Company is to be held at Unit 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on 25 May 2011 at 11:00 a.m., and the notice of which is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend the special general meeting of the Company, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the special general meeting or any adjournment thereof if you so wish.

This circular will remain on the “Latest Company Announcement” 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

29 April 2011

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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 of Hong Kong Limited. 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, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“Company”	Yuxing InfoTech Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM and 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
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Yuxing InfoTech Holdings Limited” to “Yuxing InfoTech Investment Holdings Limited” and the adoption of the new Chinese name “裕興科技投資控股有限公司” in place of “裕興科技控股有限公司” as the secondary name of the Company for identification purpose only
“SGM”	the special general meeting of the Company to be held at Unit 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on 25 May 2011 at 11:00 a.m. (or any adjournment thereof)
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

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## LETTER FROM THE BOARD

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### 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

29 April 2011

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED CHANGE OF COMPANY NAME

#### INTRODUCTION

On 21 April 2011, the Board announced a proposal for the English name of the Company be changed from “Yuxing InfoTech Holdings Limited” to “Yuxing InfoTech Investment Holdings Limited” and the adoption of the new Chinese name “裕興科技投資控股有限公司” in place of “裕興科技控股有限公司” as the secondary name of the Company for identification purpose only.

The purpose of this circular is to give you further information on the Proposed Change of Company Name and notice of the SGM to be held for the purpose of considering and, if thought fit, passing the special resolution in relation to the Proposed Change of Company Name.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

On 21 April 2011, the Board announced a proposal for the English name of the Company be changed from “Yuxing InfoTech Holdings Limited” to “Yuxing InfoTech Investment Holdings Limited” and the adoption of the new Chinese name “裕興科技投資控股有限公司” in place of “裕興科技控股有限公司” as the secondary name of the Company for identification purpose only.

#### Conditions

The Proposed Change of Company Name will be subject to fulfillment of the following conditions:

1. the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the SGM; and
2. the obtaining of the approval of the new English name of the Company by the Registrar of Companies in Bermuda.

The Proposed Change of Company Name will take effect from the date on which the new name of the Company is entered into the register of companies by the Registrar of Companies in Bermuda in place of the existing name of the Company. The Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

#### Reasons for the Proposed Change of Company Name

The Directors believe that the Company’s new name may better reflect the nature of businesses conducted by the Group. The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

#### Effects of the Change of Company Name

Upon the Proposed Change of Company Name becoming effective, all existing share certificates bearing the present name of the Company will continue to be evidence of title to the shares of the Company and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the Proposed Change of Company Name. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will be in the new name of the Company. There will not be any arrangement for free exchange of existing share certificates for new share certificates under the new name of the Company.

Further announcement(s) will be made by the Company when the Proposed Change of Company Name becomes effective to inform the Shareholders of the relevant trading arrangement and new stock short name as a result of the Proposed Change of Company Name in due course.

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## LETTER FROM THE BOARD

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### **SPECIAL GENERAL MEETING**

A notice for convening the SGM is set out on pages 5 to 6 of this circular. A special resolution will be proposed at the SGM to approve the Proposed Change of Company Name.

A form of proxy for use at the SGM is also enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the SGM.

An announcement will be made by the Company after the SGM on the results of the SGM.

### **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 consider the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

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

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## NOTICE OF SPECIAL GENERAL MEETING

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### 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 a special general meeting of Yuxing InfoTech Holdings Limited (the “**Company**”) will be held at Unit 1809, 18/F, Tower III, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on 25 May 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Yuxing InfoTech Holdings Limited” to “Yuxing InfoTech Investment Holdings Limited” and that the new Chinese name “裕興科技投資控股有限公司” be adopted in place of “裕興科技控股有限公司” as the secondary name of the Company for identification purpose only, and any one director of the Company be and is hereby authorized to do all such acts and things and execute all documents as he/she considers necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 29 April 2011

*Principal place of business in Hong Kong:*

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

\* *For identification purpose only*



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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. Any registered holder of the Shares (the “**Member**”) entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the special general meeting. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. 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 of attorney or authority, must be deposited at the office of the Company’s Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy will not preclude a Member from attending and voting in person at the special general meeting or any adjournment thereof 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 resolution(s) proposed at the special general meeting should be voted by poll.